

COMBINED SCRUTINIZER'S REPORT FOR E-VOTING

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 ("as amended") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Chairman
Mr. Shantisarup Reniwal
Hariyana Ship- Breakers Limited
156, Maker Chambers VI,
220, Jamnalal Bajaj Marg, Nariman Point,
Mumbai- 400021

Sub: Passing of Resolutions through Remote e-voting and physical ballot voting conducted at the venue of the Annual General Meeting pursuant to section 108 of the Companies Act 2013 and Rule 20 of Companies (Management and Administration) Rules 2014 ("as amended") ("said Rule 20") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: 36th Annual General Meeting (AGM) of the Hariyana Ship- Breakers Limited held on Saturday, September 30, 2017

Pursuant to the Resolution passed by the Board of Directors of Hariyana Ship- Breakers Limited (hereinafter referred to as "HSBL"/"Company") on May 30, 2017, I, Dilip Bharadiya, Company Secretary in Practice, have been appointed as the Scrutinizer for the Remote e-voting process as well as to scrutinize the Physical Ballot Voting pursuant to section 108 of the Companies Act 2013 read with Rule 20 of Companies (Management and Administration) Rules 2014 ("as amended") ("said Rule 20") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **in respect of the 36th AGM of the Company held on September 30, 2017** ("said AGM"). I confirm that I am familiar and well versed with the concept of the Remote e-voting process and Physical Ballot Voting process as prescribed under the said Rules.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e- voting on the resolutions contained in the Notice for the said AGM of the members of the Company. My responsibility as a Scrutinizer for the remote e-voting process is restricted to ensure that the remote e-voting process is conducted in a fair and transparent manner and make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions w.r.t. all the items of the business enumerated in the Notice dated May 30, 2017 of said AGM, based on the reports generated from the e-voting system provided by the National Securities Depository Limited ("NSDL"), the authorized agency to provide e-voting facilities, engaged by the Company.

Contd . . 2



:: 2 ::

The Service Provider accordingly had provided the system for recording the votes of the shareholders electronically through Remote e-Voting on all the items of the business of the AGM Notice dated May 30, 2017, sought to be transacted at the said AGM of the Company. The Service Provider had set up e-Voting facility on their website, <https://www.evoting.nsdl.com>. The Company had also uploaded the Notice of the said AGM on the website of the Company i.e. www.hariyanagroup.com, to facilitate the shareholders to cast their votes through remote e-Voting.

Sharex Dynamic (India) Private Limited is the Registrar and Share Transfer Agent for the Company (hereinafter referred to as "RTA").

The notice of the said AGM was dispatched to all the shareholders of the Company who were shareholders of the Company as on August 18, 2017 i.e. the date fixed by the Company for the purposes of the said AGM and all the dispatches were completed by September 4, 2017 as per the details mentioned below:

- a) to 889 shareholders by means of Registered Post/ Courier and
- b) to 896 by e-mail.

The Notices sent, contained the detailed procedure to be followed by the shareholders desirous of casting their votes electronically as provided in the said Rule 20. The Cut-off date for the purposes of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was September 23, 2017. As prescribed in the Rules, the remote e-Voting facility was kept open from Wednesday, September 27, 2017, 9.00 a.m. onwards till Friday, September 29, 2017, upto 5.00 p.m. (both days inclusive).

As prescribed in the said Rule 20, the Company also released an advertisement in English, Free Press Journal and in Marathi, in Navshakti (Mumbai Edition) on September 5, 2017. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) of the said Rule 20.

At the end of the remote e- voting period i.e. at 5 p.m. on September 29, 2017, the voting portal of the Service Provider was blocked forthwith. At the venue of the 36th AGM of the Company held on September 30, 2017, the facility to vote through Physical Ballot was provided to facilitate those members present in the meeting but could not participate through the remote e-Voting facility to record their votes. After the voting at the AGM was concluded, a Ballot box kept for the purpose of casting of votes was locked by me as a Scrutinizer, in the presence of Ms. Shivangini Joshi and Ms. Payal Kore who acted as the witnesses as prescribed in Sub Rule 4(xii) of the said Rule 20 at 9 hours 55 minutes on September 30, 2017.

We have scrutinized the votes casted through electronic means and also through physical ballot forms for the purpose of this report.

Contd . . 3



The particulars of all the electronic votes casted by the members through remote e-voting process and votes casted by the members through physical ballot forms have been recorded in a register separately maintained for the purpose.

The result of the remote e-voting is as per the annexure attached herewith.

The Register and all other papers and relevant records relating to e-voting are maintained and kept in my safe custody.

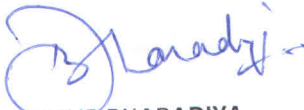
Conclusion:

All the resolutions having secured requisite majority of votes, the respective resolutions may be considered to have been passed. The Chairman of the said AGM may accordingly declare the result of voting.

Thanking You,

Yours Faithfully,

For **DILIP BHARADIYA & ASSOCIATES**


DILIP BHARADIYA
F.C.S.7956 C.P.6740



Place: Mumbai

Date: October 4, 2017

Annexure

Hariyana Ship- Breakers Limited								
Resolution Required : (Ordinary)			1 - Adoption of Audited Financial Statements					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	4529814	2094534	46.24%	2094534	0	100.00%	0.00%
	Ballot Paper Voting at AGM		0.00%	0.00%	0.00%	0	0.00%	0.00%
	Total		2094534	46.24%	2094534	0	100.00%	0.00%
Public Institutions	E-Voting	0	0	0.00%	0	0	0.00%	0.00%
	Ballot Paper Voting at AGM		0	0.00%	0	0	0.00%	0.00%
	Total		0	0.00%	0	0	0.00%	0.00%
Public Non Institutions	E-Voting	1636853	10827	0.66%	727	10100	6.71%	93.29%
	Ballot Paper Voting at AGM		117606	7.18%	117606	0	100.00%	0.00%
	Total		128433	7.85%	118333	10100	92.14%	7.86%
Total		6166667	2222967	36.05%	2212867	10100	99.55%	0.45%

Note: The percentages calculated in column nos. 3, 6 and 7 are being rounded off to two decimal places

Hariyana Ship- Breakers Limited								
Resolution Required : (Ordinary)			2- Appointment of Director					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	4529814	0	0.00%	0	0	0.00%	0.00%
	Ballot Paper Voting at AGM		0	0.00%	0	0	0.00%	0.00%
	Total		0	0.00%	0	0	0.00%	0.00%
Public Institutions	E-Voting	0	0	0.00%	0	0	0.00%	0.00%
	Ballot Paper Voting at AGM		0	0.00%	0	0	0.00%	0.00%
	Total		0	0.00%	0	0	0.00%	0.00%
Public Non Institutions	E-Voting	1636853	10827	0.66%	722	10105	6.67%	93.33%
	Ballot Paper Voting at AGM		117606	7.18%	117606	0	100.00%	0.00%
	Total		128433	7.85%	118328	10105	92.13%	7.87%
Total		6166667	128433	2.08%	118328	10105	92.13%	7.87%

Note: The percentages calculated in column nos. 3, 6 and 7 are being rounded off to two decimal places



Hariyana Ship- Breakers Limited								
Resolution Required : (Ordinary)			3 - Re-appointment of Statutory Auditors of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	4529814	2094534	46.24%	2094534	0	100.00%	0.00%
	Ballot Paper Voting at AGM		0.00%	0.00%	0.00%	0	0.00%	0.00%
	Total		2094534	46.24%	2094534	0	100.00%	0.00%
Public Institutions	E-Voting	0	0	0.00%	0	0	0.00%	0.00%
	Ballot Paper Voting at AGM		0	0.00%	0	0	0.00%	0.00%
	Total		0	0.00%	0	0	0.00%	0.00%
Public Non Institutions	E-Voting	1636853	10827	0.66%	722	10105	6.67%	93.33%
	Ballot Paper Voting at AGM		117606	7.18%	117606	0	100.00%	0.00%
	Total		128433	7.85%	118328	10105	92.13%	7.87%
Total		6166667	2222967	36.05%	2212862	10105	99.55%	0.45%

Note: The percentages calculated in column nos. 3, 6 and 7 are being rounded off to two decimal places

Hariyana Ship- Breakers Limited								
Resolution Required : (Ordinary)			4. Appointment of Branch Auditors of the Mumbai Division					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	4529814	2094534	46.24%	2094534	0	100.00%	0.00%
	Ballot Paper Voting at AGM		0.00%	0.00%	0.00%	0	0.00%	0.00%
	Total		2094534	46.24%	2094534	0	100.00%	0.00%
Public Institutions	E-Voting	0	0	0.00%	0	0	0.00%	0.00%
	Ballot Paper Voting at AGM		0	0.00%	0	0	0.00%	0.00%
	Total		0	0.00%	0	0	0.00%	0.00%
Public Non Institutions	E-Voting	1636853	10827	0.66%	727	10100	6.71%	93.29%
	Ballot Paper Voting at AGM		117606	7.18%	117606	0	100.00%	0.00%
	Total		128433	7.85%	118333	10100	92.14%	7.86%
Total		6166667	2222967	36.05%	2212867	10100	99.55%	0.45%

Note: The percentages calculated in column nos. 3, 6 and 7 are being rounded off to two decimal places



Hariyana Ship- Breakers Limited								
Resolution Required : (Special)			5. Appointment of Mr. Rakesh Reniwal (DIN: 00029332) as Managing Director of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	4529814	0	0.00%	0	0	0.00%	0.00%
	Ballot Paper Voting at AGM		0	0.00%	0	0	0.00%	0.00%
	Total		0	0.00%	0	0	0.00%	0.00%
Public Institutions	E-Voting	0	0	0.00%	0	0	0.00%	0.00%
	Ballot Paper Voting at AGM		0	0.00%	0	0	0.00%	0.00%
	Total		0	0.00%	0	0	0.00%	0.00%
Public Non Institutions	E-Voting	1636853	10827	0.66%	722	10105	6.67%	93.33%
	Ballot Paper Voting at AGM		117606	7.18%	117606	0	100.00%	0.00%
	Total		128433	7.85%	118328	10105	92.13%	7.87%
Total		6166667	128433	2.08%	118328	10105	92.13%	7.87%

Note: The percentages calculated in column nos. 3, 6 and 7 are being rounded off to two decimal places.

