

**Dilip Bharadiya**  
B.Com., A.C.A., A.C.S.  
Proprietor

## **DILIP BHARADIYA & ASSOCIATES**

**COMPANY SECRETARIES**

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dilipbcs@yahoo.co.in

### **COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL FOR HARIYANA SHIP-BREAKERS LIMITED**

To,  
Mr. Shantisarup Reniwal  
Chairman of the 34<sup>th</sup> Annual General Meeting  
Hariyana Ship Breakers Limited,  
191, Persepolis Apt,  
19th Floor, Cuffe Parade,  
Colaba, Mumbai- 400005

**Sub: Passing of Resolution through electronic voting and Poll conducted at the 34<sup>th</sup> Annual General Meeting ("AGM") of the Company held at 156, Maker Chambers VI, 220 Jamnalal Bajaj Marg, Nariman Point, Mumbai- 400021 on Wednesday, the 30<sup>th</sup> September 2015 at 9.00 a.m.**

The Company had appointed me as a Scrutinizer to scrutinize the e-voting process and also for the Poll held at the 34<sup>th</sup> AGM of the Company held on the 30<sup>th</sup> September 2015.

The e-voting facility had commenced on 27<sup>th</sup> September 2015 at 9.00 a.m. and ended on 29<sup>th</sup> September 2015 at 5.00 p.m. while the Poll was also conducted at the AGM on 30<sup>th</sup> September 2015.

The Company had appointed National Securities Depository Limited as the Service Provider for extending the facility of electronic voting to the Shareholders of the Company. The e-voting results were unblocked by me on 30<sup>th</sup> September 2015, in the presence of two witnesses. For further details, kindly refer my Scrutinizer report dated 3<sup>rd</sup> October 2015, annexed herewith.

Pursuant to the clarification issued by the Ministry of Corporate Affairs, Government of India vide para (v) of Annexure to the General Circular No. 20/2014 dated June 17, 2014 ("said General Circular"), the Company had decided to extend the facility of voting in physical form by means of a Ballot Form, to those shareholders who could not vote through e-voting facility. Hence, at the 34<sup>th</sup> AGM of the Company held on 30<sup>th</sup> September 2015, the Chairman of the Meeting had ordered for a Poll under Section 109 of the Companies Act, 2013 to facilitate the Members present at the AGM who could not



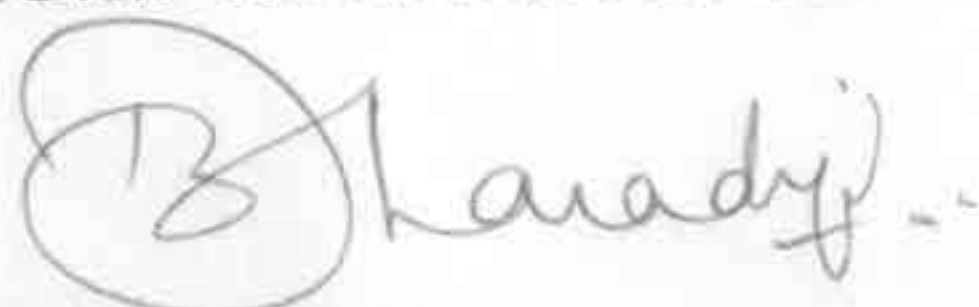
participate in the e-voting to record their votes through the Poll process. The Chairman of the Meeting had appointed me as the Scrutinizer for the same. For further details relating to Poll, kindly refer to my Scrutinizers report in form MGT 13 alongwith **Annexure C** dated 3<sup>rd</sup> October 2015, annexed herewith.

The combined report providing e-Voting and Poll details is annexed herewith in **Annexure A**.

Thanking You,

Yours faithfully,

FOR **DILIP BHARADIYA & ASSOCIATES**,



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

**Place: Mumbai**

**Date: 3<sup>rd</sup> October 2015**



## Annexure A

## Annexure to Scrutinizer's Report

The result of the E-voting together with the Poll are as under:

Sr. No.	Reso. No./ Item No.	Agenda Item	Type of Resolution	Valid Votes				Invalid Votes			
				Voted in favour (Assent)		Voted against (Dissent)		No. of members	No. of votes casted		
				No. of members voted	No. of votes casted	% of valid votes	No. of members voted	No. of votes casted	% of valid votes		
1	1	To receive, consider and adopt the Audited Financial statements for the financial year ended 31 <sup>st</sup> March 2015 and the reports of the Directors and the Auditors thereon	Ordinary	31	2095076	100.00%	0	0	0.00%	1	1
2	2	To appoint a Director in place of Mr. Rajeev Shantisarup Reniwal the Managing Director of the Company (DIN: 00034264), who retires by rotation and being eligible, offers himself for re-appointment	Ordinary	31	2095076	100.00%	0	0	0.00%	1	1
3	3	To appoint Statutory Auditor	Ordinary	31	2095076	100.00%	0	0	0.00%	1	1
4	4	To appoint Branch Auditor	Ordinary	31	2095076	100.00%	0	0	0.00%	1	1
5	5	To ratify the remuneration to Cost Auditor	Ordinary	31	2095076	100.00%	0	0	0.00%	1	1
6	6	To ratify the re-appointment of Mr. Shantisarup Reniwal as Managing Director of the Company	Special	18	531	100.00%	0	0	0.00%	1	10
7	7	To provide authority to the Board to borrow under Section 180(1)(c) of the Companies Act, 2013	Special	31	2095076	100.00%	0	0	0.00%	1	1
8	8	To adopt new Articles of Association of the Company	Special	31	2095076	100.00%	0	0	0.00%	1	1



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Proprietor

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### **SCRUTINIZER'S REPORT FOR EVOTING**

[Pursuant to Section 108 of the Companies Act, 2013 and amended Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of Listing Agreement]

To,  
Mr. Shantisarup Reniwal  
Chairman of the 34<sup>th</sup> Annual General Meeting  
Hariyana Ship-Breakers Limited,  
156, Maker Chamber VI,  
220 Jamnalal Bajaj Marg,  
Nariman Point, Mumbai- 400021

Ref: 34<sup>th</sup> Annual General Meeting of Hariyana Ship-Breakers Limited held on 30<sup>th</sup> September 2015

Sub: Passing of Resolutions through electronic voting pursuant to section 108 of the Companies Act 2013 and amended Rule No. 20 of the Companies (Management and Administration) Rules, 2015, prescribed by MCA, vide notification dated 19<sup>th</sup> March 2015

Pursuant to the Resolution passed by the Board of Directors of **Hariyana Ship-Breakers Limited** (hereinafter referred to as "**HSBL**"/"**Company**") on 25<sup>th</sup> August 2015, I, Dilip Bharadiya, Company Secretary in Practice, had been appointed as the Scrutinizer for the e-voting process as mentioned under **Sub Rule 4(ix)** of the **amended Rule 20** ("said Rule 20") in respect of the **34<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September 2015** ("said AGM"). I confirm that I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the SEBI circular **CIR/CFD/POLICY CELL/2/2014** dated April 17, 2014 amending clause 35B of the Listing Agreement issued in this regard.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice for the 34<sup>th</sup> Annual General Meeting of the Members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to ensure that the 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 stated hereafter, based on the reports generated from the e-voting system provided by the National Securities Depository Limited.

The Company had appointed National Securities Depository Limited (NDSL) as the Service Provider for extending the facility of electronic voting to the Shareholders of the Company. Sharex Dyanamic (India) Private Limited is the Registrar and Share Transfer Agent for the Company (hereinafter referred to as "**RTA**"). The Service Provider accordingly had provided the system for recording the votes of the Shareholders electronically through e-voting on all the items of the business of the AGM Notice dated 25<sup>th</sup> August 2015, sought to be



transacted at the said AGM of the Company, which was held on 30<sup>th</sup> September 2015. 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 Annual General Meeting on the website of the Company i.e. [www.hariyanagroup.com](http://www.hariyanagroup.com) to facilitate the Shareholders to cast their votes through e-Voting.

The notice of the said AGM was dispatched to all the Shareholders of the Company who were Shareholders of the Company as on 28<sup>th</sup> August 2015 i.e. the Record Date fixed by the Company for the purposes of the said AGM and/or for the purposes of electronic voting conducted w.r.t. the said AGM ("said record date"), by means of Speed Post and all the dispatches were completed by 5<sup>th</sup> September 2015, details of which are more particularly as follows:-

Sr. No.	Particulars	Quantity
1	Notices sent by means of Speed Post	1027
<b>Total</b>		<b>1027</b>

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. As mentioned above, 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 23<sup>rd</sup> September 2015. As prescribed in the Rules, the e-Voting facility was kept open for three days from 27<sup>th</sup> September 2015 till 29<sup>th</sup> September 2015.

As prescribed in the said amended Rule 20, the Company also released an advertisement, which was published 16 days in advance from the date of beginning of the voting period in English in The Free Press Journal on 10<sup>th</sup> September 2015 and in Marathi in Navshakti on 10<sup>th</sup> September 2015. The notice published in the newspapers carried the required information as specified in Sub Rule 4(v) of the said Rule 20.

At the end of the voting period i.e. on 29<sup>th</sup> September 2015, the voting portal of the Service Provider was blocked forthwith. On 30<sup>th</sup> September 2015, the votes cast through e-Voting facility were duly unblocked by me as a Scrutinizer in the presence of Ms. Salonee Shah and Mrs. Priyanka Agarwal who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20.

We have scrutinized the votes cast through electronic means for the purpose of this report.

The particulars of all the electronic votes cast by the members through e-voting process have been recorded in a register separately maintained for the purpose.

The result of the voting is as per the **Annexure B** 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 34<sup>th</sup> Annual General Meeting may accordingly declare the result of voting.

Thanking You,

Yours Faithfully,  
FOR **DILIP BHARADIYA & ASSOCIATES,**



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



**Place: Mumbai**  
**Date: 3<sup>rd</sup> October 2015**

## Annexure B

## Annexure to Scrutinizer's Report

The result of the E-voting are as under:

Sr. No.	Reso. No./ Item No.	Agenda Item	Type of Resolution	Valid Votes						Invalid Votes	
				Voted in favour (Assent)			Voted against (Dissent)			No. of members	No. of votes casted
				No. of members voted	No. of votes casted	% of valid votes	No. of members voted	No. of votes casted	% of valid votes	No. of members	No. of votes casted
1	1	To receive, consider and adopt the Audited Financial statements for the financial year ended 31 <sup>st</sup> March 2015 and the reports of the Directors and the Auditors thereon	Ordinary	21	2094960	100.00%	0	0	0.00%	0	0
2	2	To appoint a Director in place of Mr. Rajeev Shantisarup Renewal the Managing Director of the Company (DIN: 00034264), who retires by rotation and being eligible, offers himself for re-appointment	Ordinary	21	2094960	100.00%	0	0	0.00%	0	0
3	3	To appoint Statutory Auditor.	Ordinary	21	2094960	100.00%	0	0	0.00%	0	0
4	4	To appoint Branch Auditor	Ordinary	21	2094960	100.00%	0	0	0.00%	0	0
5	5	To ratify the remuneration to Cost Auditor	Special	8	415	100.00%	0	0	0.00%	1	10
6	6	To ratify the re-appointment of Mr. Shantisarup Renewal as Managing Director of the Company	Special	21	2094960	100.00%	0	0	0.00%	0	0
7	7	To provide authority to the Board to borrow under Section 180(1)(c) of the Companies Act, 2013	Special	21	2094960	100.00%	0	0	0.00%	0	0
8	8	To adopt new Articles of Association of the Company.	Special	21	2094960	100.00%	0	0	0.00%	0	0



FORM NO. MGT – 13  
REPORT OF SCRUTINIZER(s)

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

To,  
Mr. Shantisarup Reniwal  
Chairman of the 34<sup>th</sup> Annual General Meeting  
Hariyana Ship-Breakers Limited,  
156, Maker Chamber VI,  
220 Jamnalal Bajaj Marg,  
Nariman Point, Mumbai- 400021

Sub: 34<sup>th</sup> Annual General Meeting of the Equity Shareholders of Hariyana Ship-Breakers Limited  
held on Wednesday, 30<sup>th</sup> September 2015 at 156, Maker Chamber VI, 220 Jamnalal Bajaj  
Marg, Nariman Point, Mumbai- 400021

Dear Sir,

I, CS Dilip Bharadiya, appointed as Scrutinizer for the purpose of the Poll taken on the below mentioned resolution(s) at the 34<sup>th</sup> Annual General meeting of the Equity Shareholders of Hariyana Ship-Breakers Limited, held on Wednesday, 30<sup>th</sup> September 2015 at 156, Maker Chamber VI, 220 Jamnalal Bajaj Marg, Nariman Point, Mumbai- 400021, submit my report as under:

1. After the time fixed for closing of the Poll by the Chairman, one (1) ballot box kept for polling was locked in my presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and Poll Papers were diligently scrutinized. The Poll Papers were reconciled with the records maintained by the Company/Registrar and transfer Agents of the Company and the proxies lodged with the Company.
3. The Poll Papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

The results of the poll are annexed herewith in **Annexure C**.





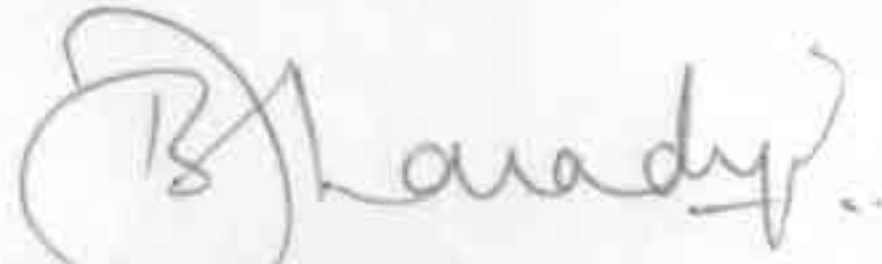
**Conclusion:**

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

Thanking You,

Yours faithfully,

FOR **DILIP BHARADIYA & ASSOCIATES,**



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

**Place: Mumbai**

**Date: 3<sup>rd</sup> October 2015**

**Encl: Annexure**



## Annexure C

## Annexure to Scrutinizer's Report

The results of the Poll are as under:

Sr. No.	p. No./ Item	Agenda Item	Type of Resolution	Valid Votes				Invalid Votes	
				Voted in favour (Assent)		Voted against (Dissent)		No. of members	No. of votes casted
				No. of members voted	No. of votes casted	% of valid votes	No. of members voted	No. of votes casted	% of valid votes
1	1	To receive, consider and adopt the Audited Financial statements for the financial year ended 31 <sup>st</sup> March 2015 and the reports of the Directors and the Auditors thereon	Ordinary	10	116	100.00%	0	0	0.00%
2	2	To appoint a Director in place of Mr. Rajeev Shantisarup Reniwal the Managing Director of the Company (DIN: 00034264), who retires by rotation and being eligible, offers himself for re-appointment	Ordinary	10	116	100.00%	0	0	0.00%
3	3	To appoint Statutory Auditor	Ordinary	10	116	100.00%	0	0	0.00%
4	4	To appoint Branch Auditor	Ordinary	10	116	100.00%	0	0	0.00%
5	5	To ratify the remuneration to Cost Auditor	Ordinary	10	116	100.00%	0	0	0.00%
6	6	To ratify the re-appointment of Mr. Shantisarup Reniwal as Managing Director of the Company	Special	10	116	100.00%	0	0	0.00%
7	7	To provide authority to the Board to borrow under Section 180(1)(c) of the Companies Act, 2013	Special	10	116	100.00%	0	0	0.00%
8	8	To adopt new Articles of Association of the Company	Special	10	116	100.00%	0	0	0.00%

