

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

DILIP BHARADIYA & ASSOCIATES

COMPANY SECRETARIES

Tele : 91-22-22403756
Mobile: 91-98202 90360
Email : dilipbcs@gmail.com
dilipbcs@yahoo.co.in

REPORT OF SCRUTINIZER(s) ON POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9) of the Companies (Management and Administration) Rules, 2014]

8th October 2015

To,
Mr. Shantisarup Reniwal
Chairman and Managing Director
Hariyana Ship-Breakers Limited,
156, Maker Chamber VI,
220 Jamnalal Bajaj Marg,
Nariman Point, Mumbai- 400021.

Sub: Scrutinizer's Report on Passing of Resolution through postal ballot and E-voting conducted by Hariyana Ship-Breakers Limited ("Company") under the relevant provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended) and other applicable provisions, if any, of the Companies Act, 2013, along with the rules as may be prescribed therein (including any statutory modification or re-enactment thereof) covered under the Notice dated 25th August 2015 ("the Notice").

Dear Sir,

This has reference to my appointment as Scrutinizer by the Board of Directors of the Company at its meeting held on August 25, 2015, in terms of Section 110 of the Companies Act, 2013 read with Rule 20 (as amended) and 22 of the Companies (Management and Administration) Rules, 2014, to receive and scrutinize the Postal Ballot Forms received from the Shareholders and also to scrutinize the e-Voting process in a fair and transparent manner, in respect of the Notice the Company to all its Shareholders, for adopting the following Special resolutions:

1. To consider creation of charge on the assets of the Company under Section 180 (1)(a) of the Companies Act, 2013
2. To consider providing inter corporate loans and advances in accordance with Section 186 of the Companies Act, 2013
3. To consider alteration of the Main Object Clause

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IN THIS CONNECTION, I HEREBY SUBMIT MY REPORT AS UNDER:

1. The dispatch of the Postal Ballot Notice and Postal Ballot Forms to the Shareholders of the Company whose name(s) appeared on the Register of Members/ List of Beneficial Owners as on 28th August 2015, was completed on 5th September 2015 as under:
 - a. In physical mode, the Postal Ballot Notice and Postal Ballot Form along with postage prepaid self addressed business reply envelope, through Speed Post to all the Shareholders of the Company;
 - b. In electronic mode, to those Shareholders whose email IDs are registered with the Company, in addition to the Notice sent in physical mode.

As per requirements of Companies Act, 2013 the particulars of all the Postal Ballot Forms received (though physical and electronic mode) from the Shareholders have been registered in a register maintained separately for the purpose.

2. The Company had appointed National Securities Depository Services Limited (NSDL) as the Service Provider for extending the facility of electronic voting to the Shareholders of the Company. During the process of voting by electronic means we have been assisted by and have relied upon the secured system provided by NSDL for validation of voting by electronic means. Reports for voting for resolution are generated from the e-voting website of NSDL, by unblocking the data after 5:30 p.m. on 5th October 2015 in the presence of two witnesses. The Voting by electronic means was validated with software controls.
3. All the Postal Ballot Forms received as stated in the notice dated 25th August 2015 and votes cast through e-Voting received upto 5.00 P.M. on Monday, 5th October 2015, the last day and time fixed by the Company for the receipt e-Votes, were scrutinized by me with respect to their validity and the votes cast through the same have been recorded.
4. No Postal Ballot Form including votes cast through e-Voting received after the close of working hours, on Monday, 5th October 2015, the last day and time fixed by the Company have been considered.
5. No.incomplete, unsigned or incorrect Postal Ballot Form was received.
6. None of the Physical Postal Ballot Forms received were defective.

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7. I further report that the e-Voting data and Physical Ballots were scrutinized by me for verification of votes cast in favor and against the resolution. The signature verification process was also conducted by the Registrar and Transfer Agent of the Company i.e. Sharex Dynamic (India) Private Limited.
8. In terms of the requirements of the Companies Act, 2013, the Postal Ballot Forms and other related papers/ registers and records will be handed over to the Company for safe custody of the same after signing of the Minutes of the Postal Ballot process.
9. The summary of the votes cast and Ballot Forms received is as given below:



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SUMMARY OF VOTES CAST

RESOLUTION 1:

Sr. No.	Particulars	Number of Form(s)/ Vote(s)	Number of Shares representing Form(s)/ Vote(s)	% of Total Votes
		(A)	(B)	(C)
1.	Total Forms received - Physical mode	3	1068	0.05
2.	Total Votes received - Electronic mode	27	2095692	99.95
	Total Votes (1)	30	2096760	100.00
3.	Less: Invalid forms - Physical mode	0	0	0
4.	Less: Invalid votes - Electronic mode	0	0	0
	Invalid Votes (2)	0	0	0
5.	Total Valid forms - Physical mode	3	1068	0.05
6.	Total Valid votes - Electronic mode	27	2095692	99.95
	Total Valid Votes (1-2)	30	2096760	100.00
7.	Total Valid forms giving Assent - Physical mode	3	1068	0.05
8.	Total Valid votes giving Assent - Electronic mode	25	2095686	99.95
	Total Votes in favor of the Resolution (% of valid votes)	28	2096754	100.00
9.	Total Valid forms giving Dissent - Physical mode	0	0	0
10.	Total Valid votes giving Dissent - Electronic mode	2	6	0.00
	Total Votes against the Resolution (% of valid votes)	2	6	0.00



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RESOLUTION 2:

Sr. No.	Particulars	Number of Form(s) / Vote(s)	Number of Shares representing Form(s) / Vote(s)	% of Total Votes
		(A)	(B)	(C)
1.	Total Forms received - Physical mode	3	1068	0.05
2.	Total Votes received - Electronic mode	27	2095692	99.95
	Total Votes (1)	30	2096760	100.00
3.	Less: Invalid forms - Physical mode	0	0	0
4.	Less: Invalid votes - Electronic mode	0	0	0
	Invalid Votes (2)	0	0	0
5.	Total Valid forms - Physical mode	3	1068	0.05
6.	Total Valid votes - Electronic mode	27	2095692	99.95
	Total Valid Votes (1-2)	30	2096760	100.00
7.	Total Valid forms giving Assent - Physical mode	3	1068	0.05
8.	Total Valid votes giving Assent - Electronic mode	26	2095691	99.95
	Total Votes in favor of the Resolution (% of valid votes)	28	2096759	100.00
9.	Total Valid forms giving Dissent - Physical mode	0	0	0
10.	Total Valid votes giving Dissent - Electronic mode	1	1	0.00
	Total Votes against the Resolution (% of valid votes)	1	1	0.00



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RESOLUTION 3:

Sr. No.	Particulars	Number of Form(s)/ Vote(s)	Number of Shares representing Form(s)/ Vote(s)	% of Total Votes
		(A)	(B)	(C)
1.	Total Forms received - Physical mode	3	1068	0.05
2.	Total Votes received - Electronic mode	27	2095692	99.95
	Total Votes (1)	30	2096760	100.00
3.	Less: Invalid forms - Physical mode	0	0	0
4.	Less: Invalid votes - Electronic mode	0	0	0
	Invalid Votes (2)	0	0	0
5.	Total Valid forms - Physical mode	3	1068	0.05
6.	Total Valid votes - Electronic mode	27	2095692	99.95
	Total Valid Votes (1-2)	30	2096760	100.00
7.	Total Valid forms giving Assent - Physical mode	3	1068	0.05
8.	Total Valid votes giving Assent - Electronic mode	27	2095692	99.95
	Total Votes in favor of the Resolution (% of valid votes)	30	2096760	100.00
9.	Total Valid forms giving Dissent - Physical mode	0	0	0
10.	Total Valid votes giving Dissent - Electronic mode	0	0	0
	Total Votes against the Resolution (% of valid votes)	0	0	0



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10. Resolution numbers 1, 2 & 3 are said to have been passed by the requisite majority where the votes cast by the Shareholders in favor of the proposal are more than three times the number of votes cast by the Shareholders against it.
11. You may accordingly declare result of the Shareholder's voting by Postal Ballot in respect of the resolutions given in the Notice dated August 25, 2015.

Thanking You,

Yours Faithfully,



Dilip Bharadiya
Proprietor
M/s Dilip Bharadiya & Associates
Practicing Company Secretary
CP No.: 6740, FCS: 7956



Place: Mumbai
Date: 8th October 2015

Encl: As above.