



# HARIYANA SHIP BREAKERS LTD

December 3, 2018

To,  
**BSE Limited**  
Department of Corporate Services,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

**Sub: Declaration of Result of Resolutions passed through Postal Ballot and Scrutinizer's Report**  
**Ref.: 1. Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")**  
**2. Scrip Code: BSE-526931**

Dear Sir,

In terms of the provisions of Section 108 & 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014, the Resolutions stated in the Postal Ballot Notice dated October 25, 2018 stands duly approved by the members of the Company by securing requisite majority of votes.

We are enclosing herewith the Results of the Postal Ballot including remote e-voting declared on December 3, 2018 under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with the Scrutinizer's Report thereon.

The above documents are also available on the website of the Company i.e. [www.hariyanagroup.com](http://www.hariyanagroup.com).

Kindly take the same on your record.

Thanking You  
Yours faithfully  
For Hariyana Ship-Breakers Limited

*Shantisarup Reniwal*

**Shantisarup Reniwal**  
Chairman



Encl: a/a

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**Registered Office:** 156 – Maker Chambers VI, 220, Jamnalal Bajaj Marg,  
Nariman Point, Mumbai- 400 021  
Tel: 022 – 22043211; Fax- 22043215 E-mail: [contact@hariyanagroup.com](mailto:contact@hariyanagroup.com)  
**CIN No. L61100MH1981PLC024774 Web Site: [www.hariyanagroup.com](http://www.hariyanagroup.com)**  
**ISO 14001:2004/ 9001:2008/ 30000:2009 OHSAS 18001:2007 Certified**



Annexure A

Date of Declaration of Results (Postal Ballot)	December 3, 2018
Total number of shareholders on the Cut-off Date (i.e. October 19, 2018):	2147
No. of shareholders present in the meeting either in person or through authorized representatives or through proxy:	
• Promoter and Promoter Group:	N.A.
• Public:	N.A.
No. of shareholders attended the meeting through Video Conferencing	
• Promoter and Promoter Group:	N.A.
• Public:	N.A.



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**Agenda wise combined result of voting conducted through E-voting & Postal Ballot:**

Resolution Required : (Ordinary)		1. To approve the Related Party Transaction(s)						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes – in favour [4]	No. of Votes – Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	0	0	0.00%	0	0	0.00%	0.00%
	Postal Ballot	4621814	0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>
Public Institutions	E-Voting	0	0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%			0.00%	0.00%
	<b>Total</b>		<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>
Public Non Institutions	E-Voting		14293	0.93%	2239	12054	15.67%	84.33%
	Postal Ballot	1544853	118347	7.66%	117388	959	99.19%	0.81%
	<b>Total</b>		<b>132640</b>	<b>8.59%</b>	<b>119627</b>	<b>13013</b>	<b>90.19%</b>	<b>9.81%</b>
<b>Total</b>		<b>6166667</b>	<b>132640</b>	<b>2.15%</b>	<b>119627</b>	<b>13013</b>	<b>90.19%</b>	<b>9.81%</b>

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

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# HARIYANA

## SHIP BREAKERS LTD

Resolution Required : (Special)			2. Consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate					
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	4621814	0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>
Public Institutions	E-Voting	0	0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>
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All the resolutions have secured requisite majority of votes. The respective resolution has been therefore approved by the members, as declared at the Registered office of the Company.

Thanking You  
Yours faithfully  
For **Hariyana Ship-Breakers Limited**

**Shantisarup Reniwal**  
Chairman



Place: Mumbai  
Date: December 3, 2018

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**SCRUTINIZER'S REPORT ON POSTAL BALLOT PROCESS & E-VOTING**

[Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ("as amended") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

**Mr. Shantisarup Reniwal**

Chairman

**Hariyana Ship-Breakers Limited**

156 Maker Chambers VI, 220, Jamnalal Bajaj Marg  
Nariman Point, Mumbai- 400 021

Dear Sir,

**Sub: Scrutinizer's Report on Postal Ballot Process and E-voting conducted pursuant to Sections 108 & 110 of the Companies Act, 2013 ('the Act') read with Rule 20 & 22 of Companies (Management and Administration) Rules, 2014 ("as amended"/ "said rules") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

The Board of Directors of Hariyana Ship-Breakers Limited (hereinafter referred to as "Company") have vide resolution passed on October 25, 2018, decided to provide the members of the Company, a facility to exercise their voting rights on the resolutions for:

- a. Approval of Related Party Transaction(s); and
- b. Increase in the limits applicable for making investments/ extending loans and giving guarantees or providing securities in connection with loans to Persons/ Bodies Corporate pursuant to the provisions of Section 108 & 110 of the Act read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014.

I, Dilip Bharadiya, Company Secretary in Practice having membership no. FCS 7956, has been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on October 25, 2018 as required under section 108 & 110 of the Companies Act, 2013 read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 ("as amended") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of scrutinizing the e-voting process and Postal Ballot process in a fair and transparent manner.

I confirm that I am familiar and well versed with the concept of the e-voting process and postal ballot voting process as prescribed under the said Rules.



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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 and Postal Ballot on the resolutions contained in the Notice to the members of the Company. My responsibility as a Scrutinizer is restricted to ensure that the e-voting process and Postal Ballot 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 October 25, 2018, based on the postal ballots received & 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.

The notice dated October 25, 2018 was dispatched to all the shareholders of the Company alongwith the statement setting out material facts under Section 102 of the Companies Act, 2013 by October 30, 2018.

The Members of the Company holding shares as on the cut-off date i.e., October 19, 2018 were entitled to vote on the resolution proposed and as set out in the Postal ballot Notice.

As prescribed in Rule 20, the Company has also released an Advertisement in an English newspaper i.e. Free Press Journal and in Marathi, in Navshakti (Mumbai Edition), on October 31, 2018. The Notice published in the Newspapers carried the required information as specified in Sub Rule 4(v) of the said Rule 20.

In this regard, I submit my report as under:

1. the e-Voting facility remained open from Friday, November 2, 2018, 9.00 a.m. onwards till Saturday, December 1, 2018, upto 5.00 p.m. (both days inclusive).
2. At the end of the e-voting period, I have unblocked the electronic votes and Physical Ballot Box in the presence of two witnesses not in the employment of the company.
3. The details containing list of Shareholders who voted for or against each of the resolutions that were put to vote were downloaded from the e-voting website of NSDL ([www.evoting.nsd.com](http://www.evoting.nsd.com)).
4. I have scrutinized the votes casted through electronic means and through postal ballot process for the purpose of this report.
5. The Company dispatched postal ballot forms alongwith postage prepaid business reply envelope to its members whose name(s) appeared on the Register of Members/list of beneficiaries as on October 19, 2018 and whose email ids were not registered for e-voting.
6. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
7. The ballot boxes were opened on December 1, 2018 at 06. 00 p.m. in my presence.

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8. The postal ballot forms were duly opened in my presence and scrutinized and the share holding was matched/ confirmed with the Register of Members of the company/ list of beneficiaries as on October 19, 2018 being the cut-off date for dispatch of postal ballot notice.
9. All postal ballot forms received upto **05:00 p.m. (IST) on Saturday, December 1, 2018**, the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.
10. Envelopes containing postal ballot forms received after **5:00 p.m. (IST) on Saturday December 1, 2018** were not considered for my scrutiny. Till the date of my report, I have not received any envelope after **05:00 p.m. (IST) on Saturday, December 1, 2018**.
11. I did not find any defaced or mutilated ballot paper from the shareholders of the Company.
12. Two (2) envelopes containing the Postal Ballot Forms have been returned undelivered and that have been kept separately.
13. The particulars of all the electronic votes casted by the members through e-voting process and votes casted by the members through physical ballot forms have been recorded in a register separately maintained for the purpose.
14. The combined result of e-voting and postal ballot process is as per the Annexure attached herewith.
15. The register, all other papers and relevant records relating to voting shall remain in our custody until the authorized person considers, approves and signs the result of the Postal Ballot.
16. All the resolutions have secured requisite majority of votes, the respective resolutions may be considered to have been passed. The Chairman may accordingly declare the result of voting.

Thanking You,  
Yours Faithfully,

For **DILIP BHARADIYA & ASSOCIATES**



**DILIP BHARADIYA**  
Proprietor  
FCS No. 7956, C.P. No. 6740



**Place:** Mumbai

**Date:** December 3, 2018

Annexure

Hariyana Ship-Breakers Limited								
Resolution Required : (Ordinary)			1. To approve the Related Party Transaction(s)					
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
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	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>
Public Institutions	E-Voting	0	0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>
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Hariyana Ship-Breakers Limited								
Resolution Required : (Special)			2. Consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate					
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
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	<b>Total</b>		<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>
Public Institutions	E-Voting	0	0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
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