



**SCRUTINIZER REPORT FOR E-VOTING & POLL FOR
HARYANA MALLEABLE AND ALLOY CASTINGS LIMITED**

To,
Mr. Sahil Slathia
The Chairman & Director,
Haryana Malleable And Alloy Castings Limited
Add.: SIDCO Industrial Complex Baribrahmana
Jammu-181133 (J&K)

Sub: Scrutinizer's Report for the 1/2019-2020 Extra-Ordinary General Meeting (EGM) originally scheduled on 24th March, 2020 (adjourned on 31st March, 2020) of the Company Haryana Malleable And Alloy Castings Limited on E-voting conducted pursuant to the provisions of Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Report on Poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014.

Ref.: 1/2019-20 Extra- Ordinary General Meeting of the members of the Company was called on 24th March, 2020 at 2:30 p.m. at the Registered Office of the Company situated at SIDCO, Industrial Complex, Baribrahmana, Jammu – 181133 (J&K) but due to the absence of quorum because of the problem of COVID 19 pandemic, meeting had been adjourned to the same time and place on Tuesday, 31st March, 2020.

Due to lockdown situations in the country because of COVID 19 pandemic, I am also following the work from home policy and also issuing this report on the same basis and this information is for all the concerned authorities.

I, Pradeep Kathuria, Proprietor of M/s P. Kathuria & Associates, Company Secretaries having office at 401, Prabhat Kiran Building, Rajendra Place, New Delhi-110008, was appointed as Scrutinizer by the Board of Directors of **Haryana Malleable And Alloy Castings Limited** vide resolution dated 27th February, 2020 for e-voting process held from Saturday, 21st March, 2020 at 10:00 a.m. to Monday, 23rd March, 2020 at 5:00 p.m. in respect of the below mentioned resolutions passed at the EGM originally scheduled on 24th March, 2020 (adjourned on 31st March, 2020) and also appointed as scrutinizer by the Chairman of the EGM originally scheduled on 24th March, 2020 (adjourned on 31st March, 2020) pursuant to provisions of Section 109 of the Companies Act, 2013, read with Rule 21 of the Companies (Management and Administration) Rules, 2014 to conduct the Poll at the EGM originally scheduled on 24th March, 2020 (adjourned on 31st March, 2020).



Before commencement of the Poll, the Chairman informed that votes of those members will not be counted, who had casted their votes through electronic voting.

The Notice dated 27th February, 2020 for convening the Extra-Ordinary General Meeting originally scheduled on 24th March, 2020 (adjourned on 31st March, 2020) of the Company along with the statement setting out the material facts under section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions passed at the 1/2019-2020 EGM of the Company originally scheduled on 24th March, 2020 at 2:30 p.m. (adjourned on 31st March, 2020 due to the lack of quorum because of the problem of COVID 19 pandemic) at the Registered Office of the Company situated at SIDCO Industrial Complex Baribrahmana Jammu-181133 (J&K).

The Shareholders of the Company holding shares as on “cut-off” date of 17th March, 2020 were entitled to vote on the proposed resolutions as set out in Item Nos. 1 to 3 in the notice of the EGM originally scheduled on 24th March, 2020 (adjourned on 31st March, 2020) of the Company.

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) as the service provider, for providing the facility of electronic voting to the shareholders of the **Haryana Malleable And Alloy Castings Limited** from Saturday, 21st March, 2020 at 10.00 a.m. to Monday, 23rd March, 2020 at 5.00 p.m. The e-voting results were unblocked by me on 23rd March, 2020 and confirmed by the two witnesses who are not in the employment of the Company as due to the problem of COVID 19 pandemic, the physical presence of the witnesses for the same would not be possible.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to voting through electronic means on the resolutions contained in the Notice of the EGM originally scheduled on 24th March, 2020 (adjourned on 31st March, 2020) of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer report of the Votes Cast "In Favour" and/or "Against" and/or “Invalid Votes” in respect of the resolutions as stated below, based on the report generated from the e-voting system provided by CDSL (the authorised agency to provide e-voting facilities, engaged by the Company).



Declaration with respect to Poll at the 1/2019-2020 Extra-Ordinary General Meeting originally scheduled on 24th March, 2020 (adjourned on 31st March, 2020):

As the meeting was originally conducted on 24th March, 2020 but due to lack of quorum because of the problem of COVID 19 pandemic was adjourned for the next week at the same time and place i.e. on 31st March, 2020 and also the members physically present in the adjourned EGM was only three (after half-an-hour from the time specified appointed for holding meeting i.e. after 3:00 p.m. as time specified for EGM was 2:30 p.m.) representing 43056 Equity shares of the Company, who have already casted their votes through E-Voting.

I thereby submit my report is based on the reports generated from the e-voting system provided by the CDSL and also at the time of poll at EGM originally scheduled on 24th March, 2020 (adjourned on 31st March, 2020).

The results of the E-voting together with that of the poll are as under:

I. Resolution No. 1 (Special Business)

Re-Classification of Authorised Share Capital and alteration of capital clause of Memorandum of Association of the Company.

(i) Voted **in favour** of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	16	45372	100%
Physical*	0	0.00	0.00
Total	16	45372	100%



* Members physically present in the adjourned EGM was only three and could not vote as they have already casted their votes through E-voting.

(ii) Voted **against** the resolution:

	Number of members voted through electronic voting system and physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0.00	0.00
Physical	0	0.00	0.00
Total	0	0.00	0.00

(iii) **Invalid** Votes

	Number of members voted through electronic voting system and physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0.00	0.00
Physical	0	0.00	0.00
Total	0	0.00	0.00



II. Resolution No. 2 (Special Business)

Issuance of Equity Shares – Class B on Preferential basis via Private Placement.

(i) Voted **in favour** of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	16	45372	100%
Physical*	0	0.00	0.00
Total	16	45372	100%

* Members physically present in the adjourned EGM was only three and could not vote as they have already casted their votes through E-voting.

(ii) Voted **against** the resolution:

	Number of members voted through electronic voting system and physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0.00	0.00
Physical	0	0.00	0.00
Total	0	0.00	0.00



(iii) **Invalid Votes**

	Number of members voted through electronic voting system and physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0.00	0.00
Physical	0	0.00	0.00
Total	0	0.00	0.00

III. Resolution No. 3 (Special Business)

Reduction of Equity Share Capital.

(i) Voted **in favour** of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	16	45372	100 %
Physical*	0	0.00	0.00
Total	16	45372	100%

* Members physically present in the adjourned EGM was only three and could not vote as they have already casted their votes through E-voting.



(ii) Voted **against** the resolution:

	Number of members voted through electronic voting system and physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0.00	0.00
Physical	0	0.00	0.00
Total	0	0.00	0.00

(iii) **Invalid** Votes

	Number of members voted through electronic voting system and physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0.00	0.00
Physical	0	0.00	0.00
Total	0	0.00	0.00

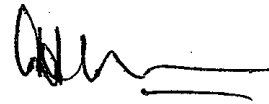
The Registers, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid EGM originally scheduled on 24th March, 2020 (adjourned on 31st March, 2020) and thereafter the same will be handed over to Mr. Sahil Slathia, Chairman and Director of the Company for safe keeping.



I hereby confirm that I am maintaining the Registers received from Service Provider electronically, in respect of the votes cast through e-Voting by the shareholders of the **Haryana Malleable and Alloy Castings Limited**. I shall be arranging to hand over these records to Mr. Sahil Slathia, Chairman and Director of the Company for safe keeping.

Thanking you,
Yours Faithfully

**FOR P. KATHURIA & ASSOCIATES
COMPANY SECRETARIES**



Place: New Delhi

Date: 01/04/2020

**(PRADEEP KATHURIA)
PROPRIETOR
C.P. No.: 3086**

SPECIAL NOTE:

The Company and the CDSL and other authorities hereby inform that due to the lockdown in all over India because of COVID 19 outbreak, I, Pradeep Kathuria, Proprietor of M/s P. Kathuria & Associates, Company Secretaries having office at 401, Prabhat Kiran Building, Rajendra Place, New Delhi – 110008 appointed as Scrutinizer for the 1/2019-2020 Extra-Ordinary General Meeting of Haryana Malleable and Alloy Castings Limited has adopted the work from home policy and prepare and sign the report from my home and submit to the Board via e-mail.



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. Sahil Slathia
The Chairman & Director,
Haryana Malleable And Alloy Castings Limited
Add.: SIDCO Industrial Complex Baribrahmana
Jammu-181133 (J&K)

Ref.: 1/2019-2020 Extra- Ordinary General Meeting of the members of the Company was called on 24th March, 2020 at 02:30 p.m. at the Registered Office of the Company situated at SIDCO, Industrial Complex, Baribrahmana Jammu – 181133 (J&K) but due to the absence of quorum because of the problem of COVID 19 pandemic, meeting had been adjourned to the same time and place on Tuesday, 31st March, 2020.

Due to lockdown situations in the country because of COVID 19 pandemic, I am also following the work from home policy and also issuing this report on the same basis and this information is for all the concerned authorities.

Subject: Report on poll at 1/2019-2020 Extra- Ordinary General Meeting originally scheduled on 24th March, 2020 (adjourned on 31st March, 2020) under the provision of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014.

Dear Sir,

I, Pradeep Kathuria, Proprietor of M/s P. Kathuria & Associates, Company Secretaries having office at 401, Prabhat Kiran Building, Rajendra Place, New Delhi-110008 appointed as scrutinizer for the purpose of the poll on the below mentioned resolution(s), at the 1/2019-2020 EGM originally scheduled on Tuesday, 24th March, 2020 (adjourned on Tuesday, 31st March, 2020 due to lack of quorum because of the problem of COVID 19 pandemic) of the Equity Shareholders of Haryana Malleable and Alloy Castings Limited at 02:30 P.M. at the Registered Office of the Company situated at SIDCO, Industrial Complex, Baribrahmana, Jammu – 181133 (J&K) hereby submit my report as under:



1. Before commencement of Poll, the members of the company were informed by the Chairman, that votes of those members will not be counted, who had casted their votes through electronic voting.
2. Since only three members were present in the 1/2019-2020 EGM originally scheduled on 24th March, 2020 (adjourned on 31st March, 2020) of the Company who already casted their votes through electronic voting. Therefore, no voting through poll has been commenced and the Nil result of the poll is as under:

I. Resolution No. 1 (Special Business)

Re-Classification of Authorised Share Capital and alteration of capital clause of Memorandum of Association of the Company.

(i) Voted **in favour** of the resolution:

Number of members Present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL		

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL		

(iii) **Invalid** Votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	



II. Resolution No. 2 (Special Business)

Issuance of Equity Shares – Class B on Preferential basis via Private Placement.

(i) Voted **in favour** of the resolution:

Number of members Present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL		

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL		

(iii) **Invalid** Votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	



III. Resolution No. 3 (Special Business)

Reduction of Equity Share Capital.

(i) Voted **in favour** of the resolution:

Number of members Present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL		

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL		

(iii) **Invalid** Votes

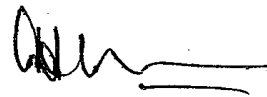
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	



3. As no votes has been cast through polling, hence no list of equity shareholders has been enclosed.
4. Other relevant records will be handed over to Mr. Sahil Slathia, Director and Chairman for safe keeping.

Thanking you,
Yours Faithfully

**FOR P. KATHURIA & ASSOCIATES
COMPANY SECRETARIES**



Place: New Delhi

Date: 01/04/2020

**(PRADEEP KATHURIA)
PROPRIETOR
C.P. No.: 3086**

SPECIAL NOTE:

The Company and the CDSL and other authorities hereby inform that due to the lockdown in all over India because of COVID 19 outbreak, I, Pradeep Kathuria, Proprietor of M/s P.Kathuria & Associates, Company Secretaries having office at 401, Prabhat Kiran Building, Rajendra Place, New Delhi – 110008 appointed as Scrutinizer for the 1/2019-2020 Extra-Ordinary General Meeting of Haryana Malleable and Alloy Castings Limited has adopted the work from home policy and prepare and sign the report from my home and submit to the Board via e-mail.