



SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with
Rule 20 of Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Haryana Capfin Limited
Pipe Nagar, Village Sukeli,
N.H. 17, B.K.G. Road, Taluka Roha,
Distt Raigad- 402126, Maharashtra

Dear Sir,

Sub.: Scrutinizer's Report for passing of resolutions through E-Voting process at 16th Annual General Meeting to be held on 26th September, 2014.

1. In terms of the provisions of Clause 35B of the Listing Agreement and provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules), I, CS Manish Baldeva, Proprietor, M/s. Manish Baldeva & Co., Company Secretaries, was appointed as Scrutinizer by the Company on 6th August, 2014 for scrutinizing the e-voting process (including voting through ballot forms) for passing of the resolutions as mentioned under item numbers 1 to 7 of the Notice of 16th Annual General Meeting dated 6th August, 2014.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and voting through physical Assent/Dissent forms on the resolutions contained in the notice of the 16th Annual General Meeting of the members of the Company. My responsibility as a Scrutinizer for the e-voting process including voting through physical Assent/Dissent forms is restricted to make Scrutinizer's Report of the votes casted 'in favour' or 'against' the resolutions stated in the said notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the agency engaged by the Company to provide e-voting facility for e-voting and duly filed and signed physical Assent/Dissent forms received from the shareholders of the Company.
3. On the basis of the Register of Members made available by Registrar & Share Transfer Agent of the Company and list of beneficial owners by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 14th August, 2014 (the cut - off date for the purpose of determination of voting rights of shareholders), the notice of Annual General Meeting of the Company alongwith notice of e-voting and Annual Report for the year ended 31st March, 2014 was dispatched on 1st September, 2014 to the shareholders at their registered addresses.





4. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about having dispatch of the notice of meeting and providing e-voting facility in the English newspaper "Business Standard" and Marathi newspaper "Navshakti" on 11th September, 2014.
5. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (three) days from Wednesday, 17th September, 2014 (9:00 am) to Friday, 19th September, 2014 (6:00 pm). The members casted their votes electronically on e-voting platform provided by National Securities Depository (India) Limited (NSDL). The Company has also given physical Assent / Dissent Form to facilitate voting in physical mode by the shareholders, who do not have e-voting facility at their end.
6. As required under the said Rules, I unlocked the E-voting on the platform provided by NSDL on 23rd September, 2014 in the presence of CS Priyanka Prabhu and Ms. Vibha Zaveri, who are not the employees of the Company.
7. The members casted votes electronically on e-voting platform provided by National Securities Depository Limited (NSDL). The Company has received 16 (Sixteen) duly filed and signed physical Assent/Dissent Forms from the shareholders.
8. Summary of the e-voting received is as follows:

8.1. Resolution No. 1

Particulars	Ordinary Resolution for Adoption of Audited Accounts for the financial year ended 31 st March, 2014 and the Report of Directors and Auditors thereon.					
	No. of Shareholders voted		Votes casted		Valid votes casted	
	Total	Valid	Total	Valid	In favour	Against
Ballot Form	16	16	4106074	4106074	4106074	0
E-voting	7	7	2390	2390	898	1492
Total	23	23	4108464	4108464	4106972	1492

Result: May be considered passed with requisite majority.





8.2. Resolution No. 2

Particulars	Ordinary Resolution for appointment of Shri Saket Jindal, who retires by rotation and being eligible, offers himself for re-appointment.					
Voting pattern	No. of Shareholders voted		Votes casted		Valid votes casted	
	Total	Valid	Total	Valid	In favour	Against
Ballot Form	16	15*	4106074	3988495*	3988495	0
E-voting	7	7	2390	2390	184	2206
Total	23	22	4108464	3990885	3988679	2206
* Note : Voting done by interested member excluded.						
Result: May be considered passed with requisite majority.						

8.3 Resolution No. 3

Particulars	Ordinary Resolution for re-appointment of M/s. B. K. Shroff & Co., Chartered Accountants (having FRN: 302166E) New Delhi as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and fix their remunerations.					
Voting pattern	No. of Shareholders voted		Votes casted		Valid votes casted	
	Total	Valid	Total	Valid	In favour	Against
Ballot Form	16	16	4106074	4106074	4106074	0
E-voting	5	5	898	898	184	714
Total	21	21	4106972	4106972	4106258	714
Result: May be considered passed with requisite majority.						





8.4 Resolution No. 4

Particulars	Ordinary Resolution for appointment Smt. Shruti Raghav Jindal as a Director of the Company.					
	No. of Shareholders voted		Votes casted		Valid votes casted	
	Total	Valid	Total	Valid	In favour	Against
Ballot Form	16	16	4106074	4106074	4106074	0
E-voting	7	7	2390	2390	184	2206
Total	23	23	4108464	4108464	4106258	2206
Result: May be considered passed with requisite majority.						

8.5 Resolution No. 5

Particulars	Special Resolution for appointment Smt. Shruti Raghav Jindal as a Whole Time Director of the Company for the period of 3 (three) years with effect from 1 st July, 2014.					
	No. of Shareholders voted		Votes casted		Valid votes casted	
	Total	Valid	Total	Valid	In favour	Against
Ballot Form	16	16	4106074	4106074	4106074	0
E-voting	7	7	2390	2390	184	2206
Total	23	23	4108464	4108464	4106258	2206
Result: May be considered passed with requisite majority.						





8.6 Resolution No. 6

Particulars	Ordinary Resolution for appointment Shri Kamal Kishore Bhartia as an Independent Director of the Company under the provisions of Section 149 of the Companies Act, 2013.					
	No. of Shareholders voted		Votes casted		Valid votes casted	
	Total	Valid	Total	Valid	In favour	Against
Ballot Form	16	16	4106074	4106074	4106074	0
E-voting	7	7	2390	2390	184	2206
Total	23	23	4108464	4108464	4106258	2206
Result: May be considered passed with requisite majority.						

8.7 Resolution No. 7

Particulars	Ordinary Resolution for appointment Shri Shyam Lal Bindal as an Independent Director of the Company under the provisions of Section 149 of the Companies Act, 2013.					
	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total	Valid	Total	Valid	In favour	Against
Ballot Form	16	16	4106074	4106074	4106074	0
E-voting	7	7	2390	2390	184	2206
Total	23	23	4108464	4108464	4106258	2206
Result: May be considered passed with requisite majority.						





9. You may accordingly declare the result at the Annual General Meeting to be held on 26th September, 2014.

Place: Bhayandar
Date: 24th September, 2014



For Manish Baldeva & Co.
Company Secretaries

Manish

CS Manish Baldeva
Proprietor
M. No. FCS 6180 C.P. No. 11062