

SMITA SHARMA & ASSOCIATES
Company Secretaries in whole time practise

Fortuna Tower, 23A, N S Road
5th Floor, Room No. 12A
Kolkata-700001
Tel : 98301-26765 / 4005-6808
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SCRUTINIZER'S REPORT

To
The Chairman,
Hindustan Wires Ltd.
5th Floor, 3A, Shakespeare Sarani,
Kolkata – 700 071

Kind Attention: Mr. U.S. Bhartia

SUB: - REPORT ON THE POSTAL BALLOT PROCESS FOR SPECIAL RESOLUTION TO APPROVE THE VOLUNTARY DELISTING OF HINDUSTAN WIRES LTD.(CIN- L27106WB1959PLC024177) FROM ALL THE STOCK EXCHANGES.

Dear Sir,

In terms of the provisions of Section(s) 108 and 110 of the Companies Act, 2013 (hereinafter referred to as "ACT") read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, I have been appointed as a Scrutinizer by **HINDUSTAN WIRES LTD.(CIN- L27106WB1959PLC024177)**, vide letter dated 16th Jan, 2019 for conducting the Postal Ballot process for considering the following resolution, hereby report to you the result of the Postal Ballot.

SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to (i) the requisition letter dated December 11, 2018 received from Kashipur Holdings Ltd., (Promoter Group Entity) of the Company holding 69,30,000 equity shares of Rs. 10 each ('Equity Shares') aggregating 70.57% of the total equity paid-up share capital of the Company, conveying his intention to voluntarily delist the Equity Shares of the Company from the BSE Limited ('BSE') and Calcutta Stock Exchange ('CSE') in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares), Regulations 2009 ('Delisting Regulations'), (ii) the approval of the Board of Directors of the Company on 16th January, 2019, to the voluntary delisting of the Equity Shares from the BSE & CSE, and (iii) subject to the applicable provisions of the Companies Act, 2013, the Delisting Regulations and other such applicable provisions of law, Listing Agreement entered with the BSE & CSE, receipt of the necessary approvals from the BSE & CSE and such other approvals as may be required under applicable law and subject to the terms of such approvals, the approval of the members



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of the Company be and is hereby accorded to the proposed voluntary delisting of the Equity Shares from the BSE & CSE ('Proposed Delisting').

"RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall include any person or committee duly authorized by the Board of Directors in this behalf) be and is hereby authorized on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose, and make all necessary filings to facilitate the Proposed Delisting in accordance with the conditions specified in the Delisting Regulations and the applicable provisions of the Companies Act, 2013, including making applications to the BSE & CSE for seeking the in-principle and final approval for the Proposed Delisting, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubts that may arise in this behalf or delegate the aforesaid authority to any person, as they may in their absolute discretion deem fit."

1. In connection with the above referred matter I submit my report as under"

- 1.1 The Company has completed the dispatch of Notice of Postal Ballot forms along with self-attested stamped envelopes through registered post/speed post and through electronic mode i.e. E-mail on 31st Jan, 2019 to the members, whose names appeared on the register of members/list of beneficiaries **as on 18.01.2019**.
- 1.2 The Company has made advertisement regarding dispatch of Postal Ballot notice and ballots in English and Local Language (Bangla).
- 1.3 The Shareholders of the Company had option to vote either through the Postal Ballot forms or through e-voting facility. Shareholders, who opted for e-voting facility, cast their votes on the E-voting platform provided by Central Depository Services (India) Limited (CDSL).
- 1.4 Particulars of the Postal Ballot forms received from the shareholders and the votes cast by the electronic mode have been entered separately prepared for the purpose in electronic mode.



- 1.5 The Postal Ballot envelopes were opened on Saturday 02nd March, 2019 after 5.00 P. M. in my presence and the E-votes were unblocked on Monday 04th March, 2019 after 10.00 A. M. (EVSN - 190122001) in the presence of two witnesses, Mrs. Anasua Mondal R/O. 51/4/C Rabindra Sarani, Super Market, Liluah, howrah-711204 and Miss Nilanjana Ganguly, R/O 39, Brindabon Basak Street, Kolkata- 700 005, both not in the employment of Company and have signed below in confirmation of the votes being unblocked in their presence.
- 1.6 The sealed Postal Ballot forms received from the shareholders were kept under the safe custody of the scrutinizer.
- 1.7 All Postal Ballot forms, received up to the close of working hours (5.00 P. M.) Saturday 02nd March, 2019 being the last date and time fixed by the Company for the receipt of the forms were considered for my scrutiny.
- 1.8 Envelopes containing Postal Ballot forms received after 5.00 P.M. on Saturday 02nd March, 2019 were not considered for my scrutiny.
- 1.9 Particulars of all the Postal Ballot forms received from the shareholders have been entered in the Electronic Register separately maintained for the purpose.
- 1.10 I have maintained a register electronically to record the assent or dissent, received through physical Postal Ballot forms, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them and nominal value of each shares.
- 1.11 The total issued and paid-up Equity Share Capital of the Company as on January 18, 2019 was Rs.9,82,00,000/- (Rupees Nine Crores Eighty Two Lakhs only) divided into 98,20,000 (Ninety Eight Lakhs Twenty Thousands) Equity Shares of Rs.10/- each.
- 1.12 I did not find any defaced and mutilated Postal Ballots.
- 1.13 I will hand over the Postal Ballot forms and other related papers/registers and records to the Company Secretary after signing of Minutes by the Chairman of the Company.



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2. In accordance with basis of acceptance (as per Annexure-I) and basis of rejection (as per Annexure-II), and on proper scrutiny of all the ballot papers, I report the result of the Postal Ballots as under:

2.1 Details of Postal Ballot Forms Received:

Particulars	No. of Postal Ballot Forms	No. of Equity Shares of Nominal Value of Rs.10/- each (votes)
Total Postal Ballot forms received	67	14745
Less:-Invalid Postal Ballot Forms (Pls. refer Annexure-III)	-	-
Net valid Postal Ballot Forms	67	14745
Postal Ballot forms with assent for the Resolution	57	13517
Postal Ballot forms with dissent for the Resolution	10	1228

2.2 Details of Voting by Electronic Mode Received:

Particulars	No. of Postal Ballot Forms	No. of Equity Shares of Nominal Value of Rs.10/- each (votes)
Total Votes Casted	32	8650735
Assent	28	8650311
Dissent	04	424

2.3 Details of Voting:

Particulars	No. of Postal Ballot Forms	No. of Equity Shares of Nominal Value of Rs.10/- each (votes)	% of Votes
Total Valid Postal Ballots and E-votes Received	99	8665480	100
Assent	85	8663828	99.98
Dissent	14	1652	0.02



2.4 Details of Voting in terms of provisions of Regulation 8(1) (b) of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as amended from time to time:

Particulars	No. of Postal Ballot Forms	No. of Equity Shares of Nominal Value of R.10/- each (votes)	% of Votes
Total Valid Postal Ballots and E-votes Received	99	8665480	100
Less:- Promoters Shareholding	11	7331580	84.61
Public Shareholding through Postal Ballot and E-voting	88	1333900	15.39
Assented to Resolution out of Public Shareholding	74	1332248	99.88
Dissented to Resolution out of Public Shareholding	14	1652	0.12

Having regard to the aforesaid, scrutiny, I hereby report that:

- (i) The above Special Resolution proposed by the Company through Postal Ballot is passed by the Shareholders as Special Resolution under the Companies Act, 2013;
- (ii) Furthermore, the number of votes cast by Postal Ballot by Public Shareholders in favour of Special Resolution being greater than two times of the number of votes cast by the Public Shareholders against the Special Resolution and therefore, the requirement of the provisions to Regulation 8(1) (b) of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 is satisfied; and
- (iii) I confirm that the complete Postal Ballot voting process has been conducted in a fair and transparent manner.



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3. You may accordingly declare the result of the voting by Postal Ballot.

For Smita Sharma & Associates
(Company Secretaries)

Smita Sharma



(Smita Sharma)

Scrutinizer

C.P. No.6077

Date: 04.03.2019

Place:Kolkata

Witness:-

Anasua Mondal.

1. Mrs. Anasua Mondal
51/4/C Rabindra Sarani
Liluah Howrah-711204

Nilanjana Ganguly.

2. Miss Nilanjana Ganguly
39, Brindabon Basak Street
Kolkata-700005

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Annexure-I

BASIS OF ACCEPTANCE

A. PHYSICAL BALLOT FORM:

1. A postal Ballot form is complete in all respects including Duplicate Postal Ballot form downloaded from the website www.haryanatexprints.com as specified in the Postal Ballot Notice.
2. The Assent or Dissent has been given by any other mark, the Postal Ballot Form has not been considered.
3. Joint Shareholder(s) has / have signed the Postal Ballot form instead of first named Shareholders, the vote cast by the Joint named Shareholders has / have been considered.
4. Shareholders have voted for less number of shares than his actual Shareholding, the number of shares (votes) indicated / cast has been considered.
5. Shareholder has voted for more than his / her actual shareholding, the actual shareholding has been considered.

B. VOTING THROUGH ELECTRONIC MEANS

6. Shareholder has voted only through e-voting electronic mode.



Annexure-II

BASIS OF REJECTION

A. PHYSICAL BALLOT FORM:

1. Shareholder has not put any tick mark on either, Assent or Dissent.
2. Ballot Paper is not signed.
3. Specimen signature of the Shareholder with the Registrar and Share Transfer Agent differs materially with that of the Signature in the Postal Ballot Forms.
4. The Specimen signature of the Shareholder is not available at the time of scrutiny of the Postal Ballot Form on the electronic registry of the Registrar and Share Transfer Agent and consequently there is no way to verify the Signature.
5. Shareholder has put tick mark for both Assent and Dissent without indicating no. of shares.
6. Shareholder has put tick mark on Dissent or X mark on Assent.
7. Shareholder has sent a photocopy of Postal Ballot form.
8. Shareholder has signed the Postal Ballot form in Pencil.
9. Shareholder has signed in the column for the purpose of Assent / Dissent.
10. Shareholder has sent scan copy of Postal Ballot form via e-mail.
11. The Postal Ballot Form is received torn or defaced or mutilated to an extent that is difficult for the scrutinizer to identify either the member or the number of Votes.

B. VOTING THROUGH ELECTRONIC MEANS

12. Shareholder has voted by Physical Ballot Form and e-voting. The vote cast by only e-voting will be accepted.



Annexure-III

REPORT FOR INVALID POSTAL BALLOT FORMS / ELECTRONIC VOTES

S. No.	Category	No. of Forms / Electronic	Total No. of Invalid Votes (Equity Shares of Rs.10/- each)
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A. PHYSICAL BALLOT FORM

1	No. of Votes Polled		
2	Not Signed		
3	Authority Letter / Board Resolution not attached		
4	Power of Attorney not enclosed		
5	Signature not available		
6	Signature not tallied		
7	Votes polled for both against and For		
8	Photocopy of the Postal Ballot Form sent		
9	Forms found in mutilated form		

B. VOTING THROUGH ELECTRONIC MODE

10	Votes through e-voting and Physical both		
11	Authority Letter / Board Resolution not sent		
	TOTAL (A+B)		

