



FORM No. MGT-13
Report of Scrutinizer
Postal Ballot

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015]

To,

The Chairman

38thAnnual General Meeting of the Equity Shareholders of

M/s Haryana Leather Chemicals Limited held on Saturday, the 16th day of September, 2023 at 12.30 p.m. at the Registered Office of the Company at 72-77, HSIIDC Industrial Estate, Hansi Road, Jind – 126102, Haryana

Dear Sir,

I, Manoj Gupta, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 38th Annual General Meeting of the Equity Shareholders of M/s Haryana Leather Chemicals Limited (“the Company”), held on Saturday, the 16th day of September, 2023 at 12.30 p.m. at the Registered Office of the Company at 72-77, HSIIDC Industrial Estate, Hansi Road, Jind – 126102, Haryana submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one (1) ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. After the polling the locked ballot box was subsequently opened in my presence and in the presence of two persons at the venue of the AGM who were not in the employment of the Company and poll papers were diligently scrutinized. The poll papers were reconciled with the

records maintained by the Company and the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

4. The result of the poll by postal ballot is as under:

ORDINARY BUSINESS

(A) As an Ordinary Resolution- Item No. 1

“Resolved that the Audited Financial Statement of the Company for the year ended March 31, 2023 including Balance Sheet as at March 31, 2023, the Statement of Profit and Loss and Cash flow statement for the year ended March 31, 2023 together with the reports of the Board of Directors and the Auditors of the Company thereon, as circulated to the members and presented to the meeting be are hereby adopted.”

Particulars	Number of Members Present and Voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	22	916068	100
(ii) Voted against the resolution	NIL	NIL	
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them	
(iii) Invalid Votes	NIL	NIL	

(B) As an Ordinary Resolution- Item No. 2

“Resolved that dividend of Rs. 1.00 per equity share of Rs.10/- each on 49,08,470 equity shares, as recommended by the Board of Directors, be and is hereby declared out of the profits of the Company for the year ended March 31, 2023, and that the said dividend be paid to those shareholders, whose names appear in the Company’s register of members as at the end of business hours on September 08, 2023 and in respect of shares in electronic form to those beneficial owners of the shares as at the end of business hours on September 08, 2023 as per the details furnished by the depositories for this purpose.”

Particulars	Number of Members Present and Voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	22	916068	100
(ii) Voted against the resolution	NIL	NIL	
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them	
(iii) Invalid Votes	NIL	NIL	

(C) As an Ordinary Resolution- Item No. 3

“RESOLVED THAT pursuant to section 152(6) of the Companies Act, 2013, Mrs. Sippy Jain (DIN: 03189151), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.”

Particulars	Number of Members Present and Voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	22	916068	100
(ii) Voted against the resolution	NIL	NIL	
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them	
(iii) Invalid Votes	NIL	NIL	

5. The list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is NIL.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Yours Faithfully

For Manoj Gupta & Associates
Company Secretaries

Manoj Gupta
M. No. FCS-6192
C.P. No. 3692
Dated : 17.09.2023

Place : Delhi

UDIN: F006192E001026959

Peer Review Certificate No. 2769/2022

SCRUTINIZER'S REPORT

[E-VOTING]

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Chairman

38th Annual General Meeting of the Equity Shareholders of the Company M/s Haryana Leather Chemicals Limited held on Saturday the 16th day of September, 2023 at 12.30 P.M. at the Registered Office of the Company at 72-77, HSIIDC Industrial Estate, Hansi Road, Jind – 126102 Haryana

Dear Sir,

I, Manoj Gupta, Proprietor of M/s Manoj Gupta & Associates, Practicing Company Secretary having office at C-6/65-B, Keshav Puram, Delhi-110035 was appointed as Scrutinizer of M/s Haryana Leather Chemicals Limited ["the Company"] for the purpose of the Scrutinizing the e-voting process in a fair and transparent manner and also for ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the notice of the 38th Annual General Meeting of the Shareholders of the Company to be held on Saturday the 16th day of September, 2023 at 12.30 p.m. at the Registered Office of the Company at 72-77, HSIIDC Industrial Estate, Hansi Road, Jind – 126102 Haryana

I submit my report as under:

1. The e-Voting period remained open from Wednesday the 13th September, 2023 (10:00 a.m.) and ends on Friday the 15th September, 2023 (05:00 P.M.).
2. The Shareholders holding shares as on the “cut-off date” i.e. the 08th day of September, 2023 were entitled to vote on the proposed 3 (Three) Resolutions as mentioned in the Notice of the 38th Annual General Meeting of M/s Haryana Leather Chemicals Limited (Item No. 1 to 3 of the Notice of the 38thAGM of M/s Haryana Leather Chemicals Limited).
3. After the AGM the votes were unblocked by me in the presence of 2 witnesses, who were not in the employment of the Company.
4. Thereafter the details containing inter-alia, list of equity shareholders, who voted “for” and “against”, were downloaded from the e-voting website <https://www.evoting.nsdl.com/>
5. The result of the E-voting is as under:

ORDINARY BUSINESS

RESOLUTION 1: Ordinary Resolution

“Resolved that the Audited Financial Statement of the Company for the year ended March 31, 2023 including Balance Sheet as at March 31, 2023, the Statement of Profit and Loss and Cash flow statement for the year ended March 31, 2023 together with the reports of the Board of Directors and the Auditors of the Company thereon, as circulated to the members and presented to the meeting be are hereby adopted.”

Total e-voting Ballot received:

Number of members voted through electronic voting system	No. of Shares	% of total paid equity capital
19	8569	0.174

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting system	No. of Shares	% of total paid equity capital
12	1299	0.026

(ii) Voted against the resolution:

Number of members voted through electronic voting system	No. of Shares	% of total paid equity capital
7	7270	0.148

(iii) Invalid/ Abstain votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Resolution 2: Ordinary Resolution

“Resolved that dividend of Rs. 1.00 per equity share of Rs.10/- each on 49,08,470 equity shares, as recommended by the Board of Directors, be and is hereby declared out of the profits of the Company for the year ended March 31, 2023, and that the said dividend be paid to those shareholders, whose names appear in the Company’s register of members as at the end of business hours on September 08, 2023 and in respect of shares in electronic form to those beneficial owners of the shares as at the end of business hours on September 08, 2023 as per the details furnished by the depositories for this purpose.”

Total e-voting Ballot received:

Number of members voted through electronic voting system	No. of Shares	% of total paid equity capital
19	8569	0.174

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting system	No. of Shares	% of total paid equity capital
14	8479	0.172

(ii) Voted against the resolution:

Number of members voted through electronic voting system	No. of Shares	% of total paid equity capital
5	90	0.002

(iii) Invalid/ Abstain votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Resolution 3: Ordinary Resolution

“RESOLVED THAT pursuant to section 152(6) of the Companies Act, 2013, Mrs. Sippy Jain (DIN: 03189151), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.”

Total e-voting Ballot received:

Number of members voted through electronic voting system	No. of Shares	% of total paid equity capital
19	8569	0.174

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting system	No. of Shares	% of total paid equity capital
12	1299	0.026

(ii) Voted against the resolution:

Number of members voted through electronic voting system	No. of Shares	% of total paid equity capital
7	7270	0.148

(i) Invalid/ Abstain votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

The Register, all other papers and relevant records relating to electronic voting shall remain in my custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping

Thanking you,

Yours Sincerely,

For Manoj Gupta & Associates
Company Secretaries

Manoj Gupta

Prop.

CP No.3692

Dated : 17.09.2023

Place : Delhi

UDIN: F006192E001026959

Peer Review Certificate No. 2769/2022



Consolidated Scrutinizer's Report

(Pursuant to Section 108 and 109 of the Companies Act, 2013 ("the Act") and Rule 20 of the Companies (Management and Administration) Rules, 2015, Rule 21 of the Companies (Management and Administration) Rules, 2014 Regulation 44 of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015) in respect of Remote E-voting and Voting conducted through ballot paper at the AGM venue

To,

The Chairman

38TH Annual General Meeting of the Members of

M/s Haryana Leather Chemicals Limited

CIN: L74999HR1985PLC019905

72-77, HSIIDC Industrial Estate,

Hansi Road, Jind – 126 102 (Hr.)

Dear Sir,

I, Manoj Gupta, Proprietor of M/s Manoj Gupta & Associates, Practicing Company Secretary having office at C-6/65-B, Keshav Puram, Delhi-110035 was appointed as Scrutinizer by the Board of Directors of the Company M/s Haryana Leather Chemicals Limited ("the Company") to conduct the remote-e voting process and the Poll (in respect of facility for voting through ballot papers for those Members who had not cast their votes by remote e-voting) at the 38THAnnual General Meeting (AGM) of the Company held on Saturday, the 16th day of September, 2023 at 12.30 P.M. at 72-77, HSIIDC Industrial Estate, Hansi Road, Jind – 126 102 (Hr.) in respect of the resolutions transacted at the said AGM, do hereby submit my report as follows:

I hereby submit my report as under:

1. The Company has appointed M/s RCMC Share Registry Private Limited (“RCMC”), the Registrar and Transfer Agent (RTA) of the Company, to provide and facilitate remote e-voting process to its members to cast their votes through a secured electronic mode on the resolutions to be transacted at the said AGM.
2. The Company has also provided the facility of voting through Ballot Paper at the venue of the AGM to those members who were present at the meeting, but have not cast their vote by remote e-voting facility.
3. The remote e-voting period remained open from Wednesday the 13th September, 2023 (10:00 a.m.) and ends on Friday the 15th September, 2023 (05:00 p.m.)
4. The Members holding equity shares as on the “cut-off date” i.e. the 08th day of September, 2023 were entitled to vote on the Resolutions at Item No. 1 to 3 as set out in the Notice of the 38th AGM of the Company.
5. At the 38th AGM, after the declaration of Poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
6. After closure of the voting the locked ballot box was subsequently opened in my presence and in the presence of two persons at the venue of the AGM who were not in the employment of the Company and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by RCMC, the RTA of the Company and also with the authorization/proxies lodged with the Company.
7. After conclusion of the poll at the AGM venue, the votes cast through remote e-voting were unblocked by me in the presence of two persons at the venue of the AGM who were not in the employment of the Company.
8. Based on the reports generated from NSDL e -voting system in respect of votes cast through remote e-voting and the votes cast by the members (including proxies) through ballot papers at the AGM, the consolidated results of voting on all

items of the business transacted at the 38th AGM held on 16th day of September, 2023 are given in the **Annexure - I** enclosed herewith, forming part of this Report.

All the resolutions contained in the Notice of 38thAGM of the Company have been passed with requisite majority.

The Registers recording the assent or dissent in respect of votes cast by the members of the Company by way of ballot papers at the AGM and through remote e-voting and other relevant detail received from RCMC are under my custody and shall be handed over to the Company Secretary after the Chairman approves and signs the minutes of the AGM.

For Manoj Gupta & Associates
Company Secretaries

Manoj Gupta

Prop.

CP No.3692

Dated : 17.09.2023

Place : Delhi

UDIN: F006192E001026959

Peer Review Certificate No. 2769/2022

Haryana Leather Chemicals Limited
CONSOLIDATED RESULTS OF VOTES CAST THROUGH REMOTE E-VOTING AND VOTING THROUGH BALLOT PAPERS
AT THE 38th ANNUAL GENERAL MEETING HELD ON 16th SEPTEMBER, 2023

Ordinary Business:**Resolution No.1: Ordinary Resolution**

To receive, consider and adopt the Audited Balance Sheet of the Company as on 31st March 2023 and the Statement of Profit & Loss Account for the Year ended as on that date together with the Reports of Auditors and Directors thereon.

Particulars	Remote E-Voting		Voting through Ballot Paper		Consolidated Voting Results (Total)		%age of total valid votes	Abstain / Invalid Votes	
	Number of members voted	No. of valid votes cast	Number of members voted	No. of valid votes cast	Number of members voted	No. of valid votes cast		No. of Members	No. of Abstain/Invalid Votes
Voted in favour of the resolution	12	1299	22	916068	34	917367	100.00	Nil	Nil
Voted against the resolution	7	7270	0	0	7	7270	0.00		
Total	19	8569	22	916068	41	924637	100.00		

Resolution No.2: Ordinary Resolution

To declare a Dividend on Equity Shares

Particulars	Remote E-Voting		Voting through Ballot Paper		Consolidated Voting Results		%age of total valid votes cast	Abstain / Invalid Votes	
	Number of members voted	No. of valid votes cast	Number of members voted	No. of valid votes cast	Number of members voted	No. of valid votes cast		No. of Members	No. of Abstain/Invalid Votes
Voted in favour of the resolution	14	8479	22	916068	36	924547	100.00	Nil	Nil

Voted against the resolution	5	90	0	0	5	90	0.00		
Total	19	8569	22	916068	41	924637	100.00		

Resolution No. 3: Ordinary Resolution

To consider appointing a Director in place of Mrs. Sippy Jain (DIN: 03189151), who retires by rotation and being eligible, offers herself for re-appointment.

Particulars	Remote E-Voting		Voting through Ballot Paper		Consolidated Voting Results		%age of total valid votes cast	Abstain / Invalid Votes	
	Number of members voted	No. of valid votes cast	Number of members voted	No. of valid votes cast	Number of members voted	No. of valid votes cast		No. of Members	No. of Abstain/Invalid Votes
Voted in favour of the resolution	12	1299	22	916068	36	917367	100.00	Nil	Nil
Voted against the resolution	7	7270	0	0	7	7270	0.00		
Total	19	8569	22	916068	43	924637	100.00		

- Note: 1. This is the Annexure I referred to in Consolidated Scrutinizer's Report dated 16th September, 2023 and forming part of that Report.**
2. Nil member in the category of Remote E-voting abstained from voting in respect of Resolutions.
3. There was only NIL ballot paper, which was incomplete and hence treated as invalid.