



SCRUTINIZER'S REPORT

[Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015]

September 30, 2015

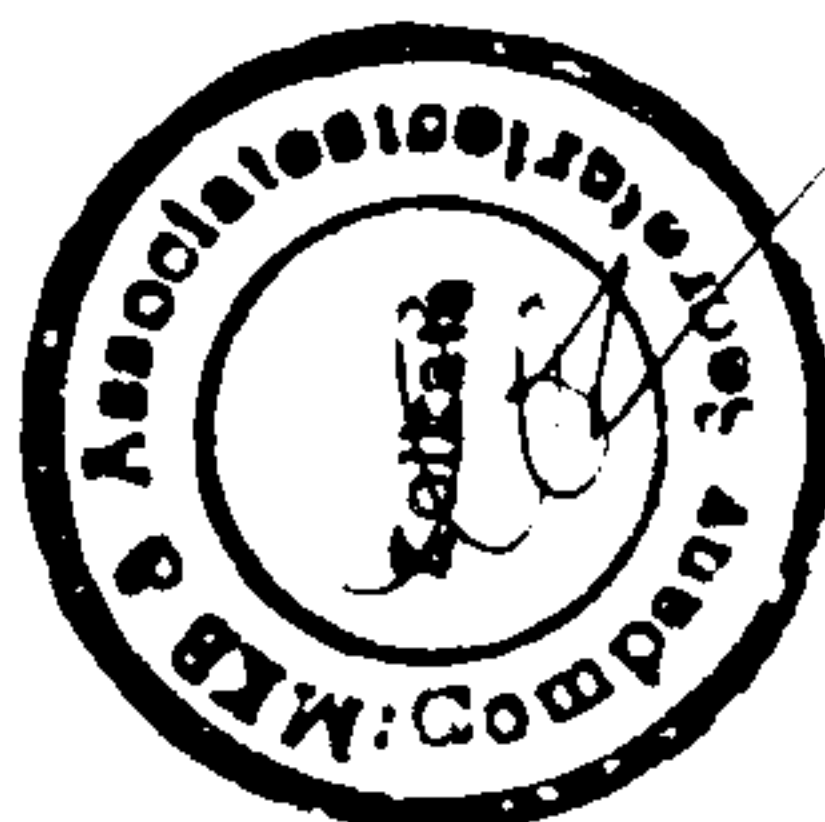
To

The Chairman of the 18th (Eighteenth) Annual General Meeting (AGM) of Members of **HINDUSTHAN ENGINEERING & INDUSTRIES LTD** (CIN: U93000WB1998PLC086303), held on Tuesday, the 29th September, 2015 at 4.00 P.M. at Rotary Sadan, 94/2, Chowringhee Road, Kolkata-700 020.

Dear Sir,

I, Manoj Kumar Banthia, Practicing Company Secretary, appointed by the Board of Directors of **HINDUSTHAN ENGINEERING & INDUSTRIES LTD** (the Company) for the purpose of scrutinizing the process of voting through Remote E-voting, and by use of ballot at the Annual General Meeting pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015 in respect of the below mentioned Resolutions proposed at the 18th Annual General Meeting of the Company held on Tuesday, the 29th September, 2015 at 4.00 P.M. at Rotary Sadan, 94/2, Chowringhee Road, Kolkata-700 020 do hereby submit my report as follows:

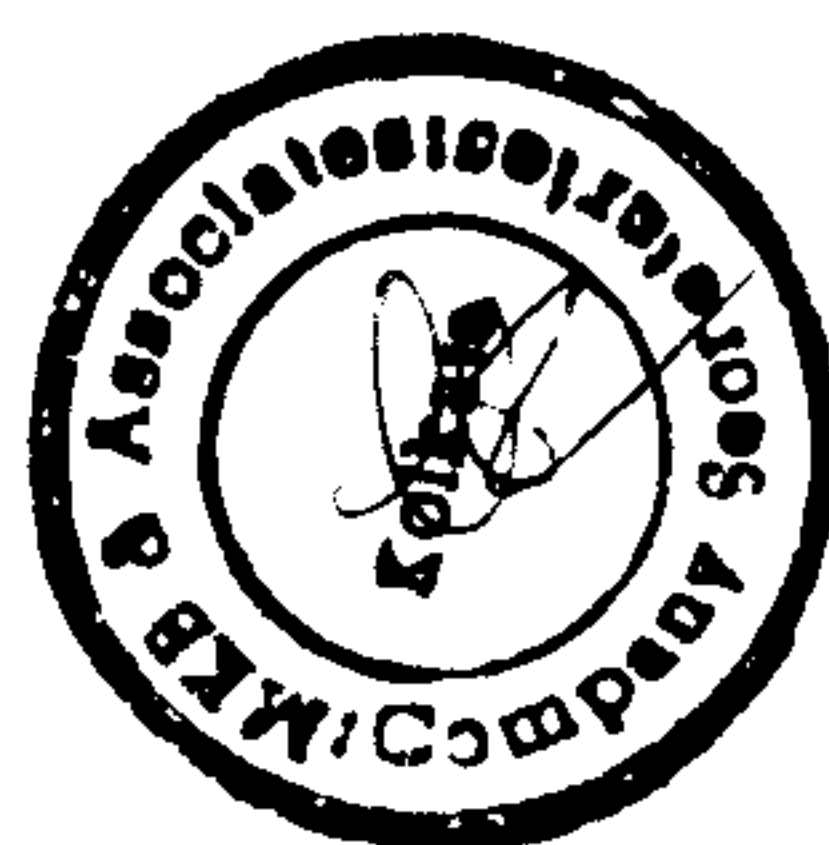
- (a) The Notice dated 13th August, 2015 convening the 18th Annual General Meeting of the Company setting out all material facts in respect of Resolutions mentioned therein was sent on 4th September, 2015 to the shareholders of the company.





- (b) The company provided remote e-voting facility offered by National Securities Depository Limited (NSDL) to its Shareholders. At the Annual General Meeting, the Company provided voting facility by way of poll to the shareholders who did not cast their vote through remote e-voting facility.
- (c) The members holding shares either in physical or dematerialized form, as on the "Cut Off date" i.e. 22nd September, 2015 were entitled to vote on the proposed resolutions.
- (d) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period for remote e-voting commenced on Saturday, 26th September, 2015 at 10.00 A.M and ended on Monday, 28th September, 2015 at 5:00 P.M.
- (e) The member and/or their proxy at the meeting exercised their voting rights at the poll conducted at the venue as stated above.
- (f) After conclusion of voting at the 18th Annual General Meeting, the votes cast at the meeting were counted first, and thereafter, the votes cast through remote e-voting were unblocked in presence of Mrs. Suhita Mukhopadhyay and Miss Pritha Bose who acted as witnesses in accordance with Rule 20 of the Companies (Management & Administration) Rules, 2014.
- (g) Thereafter, the details containing inter alia, list of the members, who voted "For" or "Against" on each of the resolution that were put to vote, were derived from the ballot forms received at the poll conducted at the meeting as well as the report generated from the e-voting website of NSDL, <http://www.evoting.nsdl.com> in respect of remote e-voting.
- (h) 27 members have cast their votes through remote e-voting and all such votes are valid. 4 members and/or their proxy have cast their votes through poll at the AGM venue, none of the Votes were invalid.

I now submit my consolidated report as under on the result of the remote e-voting and poll conducted at the meeting.



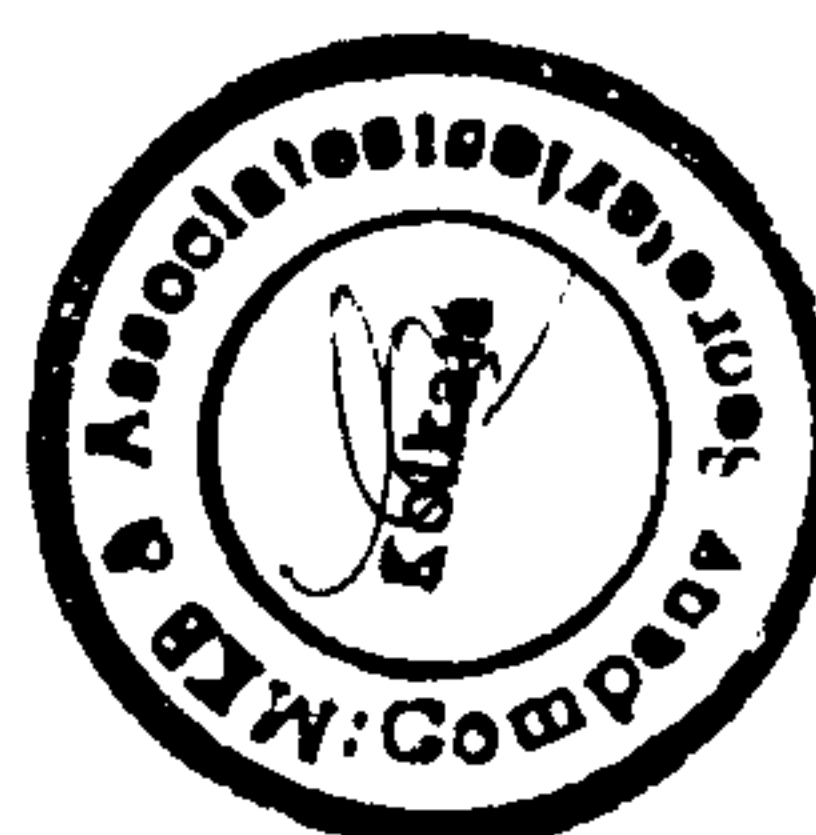


Item no. 1 - Ordinary Resolution - To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2015, including the audited Balance Sheet as at March 31, 2015, the statement of Profit & Loss Account on that date and the reports of the Board of Directors and the Auditors thereon.

	Remote e-voting		Voting through Ballot Paper		Consolidated Voting Results		
	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	27	12297294	4	140	31	12297434	100
Voted against the resolution	0	0	0	0	0	0	0
Invalid votes	0	0	0	0	0	0	0

Item no. 2 - Ordinary Resolution - To appoint a Director in place of Shri Raghavendra Anant Mody (DIN:00140503), who retires by rotation and being eligible, offers himself for re-appointment.

	Remote e-voting		Voting through Ballot Paper		Consolidated Voting Results		
	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	26	12297288	4	140	30	12297428	99.99
Voted against the resolution	1	6	0	0	1	6	Negligible
Invalid votes	0	0	0	0	0	0	0





Item no. 3 - Ordinary Resolution - To ratify the appointment of M/s. A.K. Gutgutia & Co, Chartered Accountants (Firm Registration No. (304074E) as the Statutory Auditors of the company and to hold office until the conclusion of the 20th Annual General Meeting of the Company on such remuneration as may be determined by the Board of Directors of the Company.

	Remote e-voting		Voting through Ballot Paper		Consolidated Voting Results		
	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	27	12297294	4	140	31	12297434	100
Voted against the resolution	0	0	0	0	0	0	0
Invalid votes	0	0	0	0	0	0	0

Special Business

Item no. 4 - Ordinary Resolution - To appoint Kumari Archana Agarwal (DIN 07144282), Additional Director as an Independent (women) Director of the Company for a term of five consecutive years with effect from 31.03.2015 and whose office shall not be liable to retire by rotation.

	Remote e-voting		Voting through Ballot Paper		Consolidated Voting Results		
	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	27	12297294	4	140	31	12297434	100
Voted against the resolution	0	0	0	0	0	0	0
Invalid votes	0	0	0	0	0	0	0





Special Business

Item no. 5 - Ordinary Resolution - To appoint Shri. Anil Kumar Damari Singh (DIN-07160198), Additional Director as a Director of the Company.

	Remote e-voting		Voting through Ballot Paper		Consolidated Voting Results		
	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	27	12297294	4	140	31	12297434	100
Voted against the resolution	0	0	0	0	0	0	0
Invalid votes	0	0	0	0	0	0	0

Special Business

Item no. 6 - Special Resolution - To appoint Shri. Anil Kumar Damari Singh (DIN-07160198), as a Whole time Director {designated as Executive Director (Technical)} of the Company for a period of 3 (three) years with effect from 16th April, 2015 on such terms & conditions as set out in the letter of appointment.

	Remote e-voting		Voting through Ballot Paper		Consolidated Voting Results		
	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	26	12297288	4	140	30	12297428	99.99
Voted against the resolution	1	6	0	0	1	6	Negligible
Invalid votes	0	0	0	0	0	0	0





Special Business

Item no. 7 - Ordinary Resolution - To ratify the appointment of M/s Asit Mehta & Co., Chartered Accountants(Reg No. 000689N) as Branch Auditors of the Company's Engineering Unit: Malanpur Plant at Malanpur, Madhya Pradesh until the conclusion of the 20th Annual General Meeting of the Company on such remuneration as may be determined by the Board of Directors of the Company.

	Remote e-voting		Voting through Ballot Paper		Consolidated Voting Results		
	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	27	12297294	4	140	31	12297434	100
Voted against the resolution	0	0	0	0	0	0	0
Invalid votes	0	0	0	0	0	0	0

Special Business

Item no. 8 - Ordinary Resolution - To approve the remuneration of M/s S.K. Sahu & associates and Mr. T.M. Rathi, Cost Auditors of the Company for the financial year ending March 31, 2016.

	Remote e-voting		Voting through Ballot Paper		Consolidated Voting Results		
	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	27	12297294	4	140	31	12297434	100
Voted against the resolution	0	0	0	0	0	0	0
Invalid votes	0	0	0	0	0	0	0





Special Business

Item no. 9 - Special Resolution - To approve and adopt of new set of Articles of Association based on Table -F as set out under Schedule-I of the Companies Act, 2013 in substitution of the existing Articles of Association of the company with immediate effect.

	Remote e-voting		Voting through Ballot Paper		Consolidated Voting Results		
	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	27	12297294	4	140	31	12297434	100
Voted against the resolution	0	0	0	0	0	0	0
Invalid votes	0	0	0	0	0	0	0



Manoj Kumar Banthia
M/s MKB & Associates
Practicing Company Secretary
Membership No.: 11470
COP No.: 7596

Date: 30th September, 2015
Place: Kolkata