



CONSOLIDATED SCRUTINIZER'S REPORT

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

To,

The Chairman of the 23rd (Twenty Third) Annual General Meeting (AGM) of Members of Hindusthan Engineering & Industries Limited (CIN: U93000WB1998PLC086303), held on Thursday, 31st day of December, 2020 at 02.00 P.M. (IST) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM").

Dear Sir,

I, Raj Kumar Banthia, Partner of MKB & Associates, Practicing Company Secretaries, appointed by the Board of Directors of **Hindusthan Engineering & Industries Limited** ("the Company") for the purpose of scrutinizing the process of voting through Remote e-Voting and electronic voting at the Annual General Meeting, pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended read with General Circular Nos. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively issued by the Ministry of Corporate Affairs (collectively referred to as the "MCA Circulars") and Secretarial Standards on General Meetings, in respect of the below mentioned Resolutions proposed at the 23rd Annual General Meeting of the Company held on Thursday, 31st day of December, 2020 at 02.00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), do hereby submit my report as follows:

- (a) The Notice dated 18th November, 2020 convening the 23rd Annual General Meeting of the Company along with the Statement under Section 102 of the





Act setting out all material facts in respect of Resolutions mentioned therein, was sent electronically on 5th December, 2020, to the members of the Company whose email addresses were registered with the Company/ Depositories/ RTA.

- (b) Since this AGM was held pursuant to the aforesaid MCA Circulars through VC or OAVM, physical attendance of the members has been dispensed with. Accordingly, in terms of above mentioned MCA circulars, the facility for appointment of proxies by the members were also dispensed with.
- (c) 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 electronic voting facility offered by NSDL to the shareholders who did not cast their vote through remote e-voting.
- (d) The members holding shares either in physical or dematerialized form, as on the "Cut Off" date i.e. 24th December, 2020 were entitled to vote on the proposed resolutions.
- (e) 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 Monday, 28th December, 2020 at 9:00 AM (IST) and ended on Wednesday, 30th December, 2020 at 5:00 PM (IST).
- (f) The members present at the meeting were entitled to exercise their voting rights electronically at the Annual General Meeting as stated above.
- (g) After conclusion of voting at the 23rd Annual General Meeting, the votes cast electronically at the meeting were counted first, and thereafter, the votes cast through remote e-voting were unblocked in presence of Ms. Surbhi Bihani and Ms. Sonal Sarada, who acted as witnesses in accordance with





Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended.

(h) Thereafter, the details containing, inter alia, list of the members, who voted "For" or "Against" on each of the resolutions that were put to vote through remote e-voting and electronic voting during the AGM were derived from the report generated from the e-voting website of NSDL, www.evoting.nsdl.com.

(i) 43 Members have cast their votes through remote e-voting and all such votes are valid. 1 member has cast his votes electronically during the AGM and such votes are valid.

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

	Number of votes (shares) cast through Remote E-voting. (1)	Number of Votes (shares) cast through e-voting during the meeting (2)	Total (1)+(2)=(3)	% of total number of valid votes cast
ORDINARY BUSINESS				
Item No. 1 as an Ordinary Resolution: To receive, consider and adopt: (a) the audited Financial Statements of the Company for the financial year ended 31st March, 2020 and the Reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated Financial Statements of the Company for the financial year ended 31st March, 2020 and the Report of Auditors thereon.				
(1) Voted in favour of the resolution	12393643	65267	12458910	100





(2) Voted against the resolution	5	--	5	--
Total	12393648	65267	12458915	100
(3) Invalid votes:	--	--	--	--

Item No. 2 as an Ordinary Resolution: To appoint a Director in place of Shri Vikram Aditya Mody (DIN: 00193192), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

(1) Voted in favour of the resolution	12393643	65267	12458910	100
(2) Voted against the resolution	5	--	5	--
Total	12393648	65267	12458915	100
(3) Invalid votes:	--	--	--	--

SPECIAL BUSINESS

Item No. 3 as a Ordinary Resolution: Approval under Section 188 of Companies Act, 2013 for appointment of Shri R. P. Mody as advisor of the company.

(1) Voted in favour of the resolution	12393643	65267	12458910	100
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(2) Voted against the resolution	5	--	5	--
Total	12393648	65267	12458915	100
(3) Invalid votes:	--	--	--	--
Item No. 4 as a Special Resolution: Reappointment of Shri Anil Kumar Damari Singh as Executive Director (Technical) of the Company.				
(1) Voted in favour of the resolution	12393643	65267	12458910	100
(2) Voted against the resolution	5	--	5	--
Total	12393648	65267	12458915	100
(3) Invalid votes:	--	--	--	--
Item No. 5 as a Special Resolution: Approval for Capital Reduction under the provisions of Companies Act, 2013.				
(1) Voted in favour of the resolution	12393643	65267	12458910	100
(2) Voted against the resolution	5	--	5	--

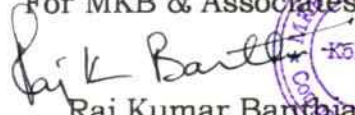




Total	12393648	65267	12458915	100
(3) Invalid votes:	--	--	--	--
Item No. 6 as an Ordinary Resolution: Ratification of remuneration payable to the Cost Auditors of the Company.				
(1) Voted in favour of the resolution	12393643	65267	12458910	100
(2) Voted against the resolution	5	--	5	--
Total	12393648	65267	12458915	100
(3) Invalid votes:	--	--	--	--

Based on the aforesaid results, the resolutions no.(s) 1 to 6 as contained in the Notice have been passed with the requisite majority.

The remote e- voting register and other related papers/ registers and records is under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the minutes of the Meeting are signed.

Thanking you,
Yours faithfully,
For MKB & Associates

Raj Kumar Banthia
Partner



Date: 31st December, 2020
Place: Kolkata
UDIN: A017190B001799366

Membership No.: 17190
COP No.: 18428
FRN: P2010WB042700