



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 6, 2016

To

The Chairman of the 19th (Nineteenth) Annual General Meeting (AGM) of Members of **Hindusthan Engineering & Industries Limited** (CIN:U93000WB1998PLC086303), held on Monday, 5th day of September, 2016 at Rotary Sadan, 94/2, Chowringhee Road, Kolkata- 700020, West Bengal, India at 3.30 P.M.

Dear Sir,

I, Manoj 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 voting 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 and 21 of the Companies (Management & Administration) Rules, 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015, and Secretarial Standards on General Meetings in respect of the below mentioned Resolutions proposed at the 19th Annual General Meeting of the Company held on Monday, 5th September, 2016 at Rotary Sadan, 94/2, Chowringhee Road, Kolkata-700020 at 3.30 p.m, do hereby submit my report as follows:

- (a) The Notice dated 2nd August, 2016 convening the 19th 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 in electronic mode to Members whose e-mail ids are registered with the Company or the Depository Participant(s) on 13th





August, 2016, and the physical copy of the same, was dispatched to all other Members at their registered address through the permitted mode on 12th August, 2016.

- (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.
- (c) The members holding shares either in physical or dematerialized form, as on the "Cut Off" date i.e. 29th August, 2016 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 Friday, September 02, 2016 at 10:00 AM (IST) and ended on Sunday, September 04, 2016 at 5:00 PM (IST).
- (e) The member and/or their proxy at the meeting exercised their voting rights through ballot papers at the poll conducted at the Annual General Meeting as stated above.
- (f) After conclusion of voting at the 19th 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 Miss Neha Somani and Miss Esha Sen, who acted as witnesses in accordance with Rule 20 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 resolutions 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) 30 Members have cast their votes through remote e-voting and all such votes are valid. 3 Members have cast their votes through poll at the AGM venue, out of which 1 is invalid.

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

ORDINARY BUSINESS

Item no. 1 - Ordinary Resolution: To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2016, including the audited Balance Sheet as at March 31, 2016, 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	30	12362913	2	6	32	12362919	100%
Voted against the resolution	0	0	0	0	0	0	0
Invalid votes	0	0	1	5	1	5	N.A.

Item no. 2 - Ordinary Resolution: To Appoint a Director in place of Sri Rajendra Prasad 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	30	12362913	2	6	32	12362919	100%
Voted against the resolution	0	0	0	0	0	0	0
Invalid votes	0	0	1	5	1	5	N.A

Item no. 3 - Ordinary Resolution: To ratify the appointment of M/s A.K. Gutgutia & Co., Chartered Accountants (Reg. No. 304074E) as the Statutory Auditors from the conclusion of 19th AGM of the Company till the conclusion of 20th AGM 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 votes cast
Voted in favour of the resolution	30	12362913	2	6	32	12362919	100%
Voted against the resolution	0	0	0	0	0	0	0





Invalid votes	0	0	1	5	1	5	N.A
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SPECIAL BUSINESS

Item no. 4 - Ordinary Resolution: To ratify the appointment of M/s Asit Mehta & Co., Chartered Accountants as branch auditors of the Company from the conclusion of 19th AGM of the Company till the conclusion of 20th AGM 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 votes cast
Voted in favour of the resolution	30	12362913	2	6	32	12362919	100%
Voted against the resolution	0	0	0	0	0	0	0
Invalid votes	0	0	1	5	1	5	N.A

Item no. 5 - Ordinary Resolution: To ratify the remuneration paid to M/s S.K. Sahu & Associates and Shri T.M.Rathi , Cost Auditors to conduct Cost Audit for the financial year ending March 31, 2017.

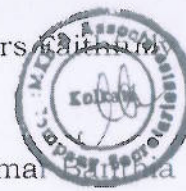




	Remote e-voting		Voting through Ballot Paper		Consolidated Voting Results		
	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	% of total number of votes cast
Voted in favour of the resolution	30	12362913	2	6	32	12362919	100%
Voted against the resolution	0	0	0	0	0	0	0
Invalid votes	0	0	1	5	1	5	N.A

Thanking You,

Yours faithfully,



Manoj Kumar

Partner

MKB & Associates

Membership No.: 11470

COP No.: 7596

Date: 6th September, 2016

Place: Kolkata

