



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]

To

The Chairman of the 20th (Twentieth) Annual General Meeting (AGM) of Members of Hindustan Engineering & Industries Limited (CIN: U93000WB1998PLC086303), held on Saturday, 23rd day of September, 2017 at Rotary Sadan, 94/2, Chowringhee Road, Kolkata - 700 020, West Bengal at 2:30 PM.

Dear Sir,

I, Raj Kumar Banthia, Partner of MKB & Associates, Practicing Company Secretaries, appointed by the Board of Directors of **Hindustan Engineering & Industries Limited** (the Company) for the purpose of scrutinizing the process of voting through Remote e-Voting and voting by use of ballot forms 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, and Secretarial Standards on General Meetings in respect of the below mentioned Resolutions proposed at the 20th Annual General Meeting of the Company held on Saturday, 23rd day of September, 2017 at Rotary Sadan, 94/2, Chowringhee





Road, Kolkata - 700 020, West Bengal at 2:30 PM, do hereby submit my report as follows:

- (a) The Notice dated 18th August, 2017 convening the 20th 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 by 31st August, 2017 to the members 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 through ballot 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. 16th September, 2017 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 Wednesday, September 20, 2017 at 9:00 AM (IST) and ended on Friday, September 22, 2017 at 5:00 PM (IST).





- (e) The member and/or their proxies at the meeting exercised their voting rights through ballot at the poll conducted at the Annual General Meeting as stated above.
- (f) After conclusion of voting at the 20th 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 Ms. Neha Somani and Ms. Shalu Kathuria, who acted as witnesses in accordance with Rule 20 the Companies (Management & Administration) Rules, 2014 as amended.
- (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 received at the poll conducted at the meeting, as well as the report generated from the e-voting website of NSDL, <https://www.evoting.nsdl.com> in respect of remote e-voting.
- (h) 29 Members have cast their votes through remote e-voting and all such votes are valid, 3 Members and/or their proxy have cast their votes through ballot at the AGM venue and all such votes are valid.

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





	Number of votes (shares) cast through Remote E-voting. (1)	Number of Votes (shares) cast on Poll at the meeting. (2)	Total (1)+(2)=(3)	% of total number of valid votes cast
ORDINARY BUSINESS				
Item No.1 as an Ordinary Resolution: Receive, consider and adopt the Audited Standalone Financial Statements including Consolidated Financial Statements of the Company for the year ended 31st March, 2017 together with the Reports of the Board of Directors and the Auditors thereon.				
(1) Voted in favour of the resolution	12298233	63	12298296	100
(2) Voted against the resolution	0	0	0	0
Total	12298233	63	12298296	100
(3) Invalid votes	0	0	0	--
Item No. 2 as an Ordinary Resolution: Appoint a Director in place of Sri Raghavendra Anant Mody (DIN: 03158072) who retires by rotation and being eligible, offers himself for re-appointment .				
(1) Voted in favour of the resolution	12298233	63	12298296	100
(2) Voted against the resolution	0	0	0	0





Total	12298233	63	12298296	100
(3) Invalid votes	0	0	0	--

Item No.3 as an Ordinary Resolution: Appointment of M/s. R. Rajgaria & Co., Chartered Accountants, (FRN: 329855E) as Auditors of the Company in place of retiring Auditors M/s. A. K. Gutgutia & Co., Chartered Accountants .

(1) Voted in favour of the resolution	12298233	63	12298296	100
(2) Voted against the resolution	0	0	0	0
Total	12298233	63	12298296	100
(3) Invalid votes	0	0	0	--

SPECIAL BUSINESS

Item No.4 as an Ordinary Resolution: Approval of remuneration to Cost auditors.

(1) Voted in favour of the resolution	12298233	63	12298296	100
(2) Voted against the resolution	0	0	0	0





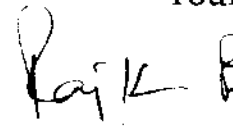

Total	12298233	63	12298296	100
(3) Invalid votes	0	0	0	--

Based on the aforesaid results, the resolution no.(s) 1 to 4 as contained in the Notice have been passed with the requisite majority.

The physical ballot forms, 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,

Raj Kumar Banthia
Partner

MKB & Associates

Membership No.: 17190

COP No.: 18428

FRN: P2010WB042700

Date: 25th September, 2017
Place: Kolkata