



### 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 21<sup>st</sup> (Twenty First) Annual General Meeting (AGM) of Members of Hindusthan Engineering & Industries Limited (CIN: U93000WB1998PLC086303), held on Saturday, 29<sup>th</sup> day of September, 2018 at Auditorium of Bengal National Chamber of Commerce & Industry, BNCCI House, 23, R. N. Mukherjee Road, Kolkata-700 001, West Bengal at 3:00 P.M.

**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 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 21<sup>st</sup> Annual General Meeting of the Company held Saturday, 29<sup>th</sup> day of September, 2018 at Auditorium of Bengal National Chamber of





Commerce & Industry, BNCCI House, 23, R. N. Mukherjee Road, Kolkata-700 001, West Bengal at 3:00 P.M., do hereby submit my report as follows:

- (a) The Notice dated 31<sup>st</sup> July, 2018 convening the 21<sup>st</sup> 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 4<sup>th</sup> September, 2018 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 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. 22<sup>nd</sup> September, 2018 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, 26<sup>th</sup> September, 2018 at 9:00 AM (IST) and ended on Friday, 28<sup>th</sup> September, 2018 at 5:00 PM (IST).
- (e) The member and/or their proxies 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 21<sup>st</sup> 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. Smriti Agarwal, 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 forms 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) 30 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 out and all such votes are valid.

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

	<b>Number of votes (shares) cast through Remote E-voting.</b> <b>(1)</b>	<b>Number of Votes (shares) cast on Poll at the meeting.</b> <b>(2)</b>	<b>Total</b> <b>(1)+(2)=(3)</b>	<b>% of total number of valid votes cast</b>
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**ORDINARY BUSINESS**

**Item No.1 as an Ordinary Resolution:** Adoption of the Audited Financial Statements of the Company(both Standalone and Consolidated) for the financial year ended 31st March, 2018, and the reports of the Board of Directors and the Auditors' thereon.

(1) Voted in favour of the resolution	12298464	153	12298617	100
(2) Voted against the resolution	0	0	0	0
<b>Total</b>	<b>12298464</b>	<b>153</b>	<b>12298617</b>	<b>100</b>
(3) Invalid votes:	0	0	0	--

**Item No. 2 as an Ordinary Resolution:** Appointment of director in place of Sri Rajendra Prasad Mody (DIN: 00140503) who retires by rotation and being eligible, offers himself for re-appointment.

(1) Voted in favour of the resolution	12298464	153	12298617	100
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(2) Voted against the resolution	0	0	0	0
<b>Total</b>	<b>12298464</b>	<b>153</b>	<b>12298617</b>	<b>100</b>
(3) Invalid votes:	0	0	0	--

**Item No.3 as an Ordinary Resolution:** Appointment of M/s S. Rastogi & Associates, Chartered Accountants, (Firm Registration No.318123E (Proprietor:-Sanjay Rastogi, FCA, having CA Membership No.053823) as Statutory Auditor of the Company in place of Statutory Auditor M/s. R. Rajgaria & Co., Chartered Accountants who expressed their unwillingness to continue as an auditor of the Company.

(1) Voted in favour of the resolution	12298464	153	12298617	100
(2) Voted against the resolution	0	0	0	0
<b>Total</b>	<b>12298464</b>	<b>153</b>	<b>12298617</b>	<b>100</b>





(3) Invalid votes	0	0	0	--
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**SPECIAL BUSINESS**

**Item No. 4 as an Ordinary Resolution:** Appointment of Shri Vikram Aditya Mody (DIN: 00193192) as a Non-Executive Director of the Company.

(1) Voted in favour of the resolution	12298464	153	12298617	100
(2) Voted against the resolution	0	0	0	0
<b>Total</b>	<b>12298464</b>	<b>153</b>	<b>12298617</b>	<b>100</b>
(3) Invalid votes:	0	0	0	--

**Item No. 5 as a Special Resolution:** Re-appointment of Shri Anil Kumar Damari Singh (DIN: 07160198) as Whole time Director (Designated as Executive Director Technical) of the Company for a period of 3 (three) years with effect from 16.04.2018.





(1)Voted in favour of the resolution	12298464	153	12298617	100
(2) Voted against the resolution	0	0	0	0
<b>Total</b>	<b>12298464</b>	<b>153</b>	<b>12298617</b>	<b>100</b>
(3) Invalid votes:	0	0	0	--

**Item No. 6 as an Ordinary Resolution:** Approval of remuneration of the Cost Auditors for financial year ending March 31, 2019.

(1)Voted in favour of the resolution	12298464	153	12298617	100
(2) Voted against the resolution	0	0	0	0
<b>Total</b>	<b>12298464</b>	<b>153</b>	<b>12298617</b>	<b>100</b>





(3) Invalid votes:	0	0	0	--
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Based on the aforesaid results, the resolution no.(s) 1 to 6 as contained in the Notice have been passed unanimously.

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: 1<sup>st</sup> October, 2018  
Place: Kolkata