



### 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 22<sup>nd</sup> (Twenty Second) Annual General Meeting (AGM) of Members of Hindusthan Engineering & Industries Limited (CIN: U93000WB1998PLC086303), held on Saturday, 17<sup>th</sup> of August, 2019 at Auditorium of Bengal National Chamber of Commerce & Industry, BNCCI House, 23, R. N. Mukherjee Road, Kolkata-700 001, West Bengal at 11:00 A.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 22<sup>nd</sup> Annual General Meeting of the Company held Saturday, 17<sup>th</sup> of August, 2019 at Auditorium of Bengal National Chamber of Commerce





& Industry, BNCCI House, 23, R. N. Mukherjee Road, Kolkata-700 001, West Bengal at 11:00 A.M., do hereby submit my report as follows:

- (a) The Notice dated 25<sup>th</sup> June, 2019 convening the 22<sup>nd</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 24<sup>th</sup> July, 2019 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. 10<sup>th</sup> August, 2019 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, 14<sup>th</sup> August, 2019 at 9:00 AM (IST) and ended on Friday, 16<sup>th</sup> August, 2019 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) There were no votes cast at the venue of Annual General Meeting and after conclusion of voting at the 22<sup>nd</sup> Annual General Meeting the votes cast through remote e-voting were unblocked in presence of Ms. Mudra Khetan and Ms. Ankita Choudhury, 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 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, None of the Members and/or their proxy have cast their votes through poll at the AGM venue.

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





**Item No.1 as a Ordinary Resolution:** Adoption of the Audited Financial Statements (both standalone and consolidated) of the Company for the financial year ended 31st March, 2019, and the reports of the Board of Directors and the Auditors' thereon.

|                                       |                 |          |                 |            |
|---------------------------------------|-----------------|----------|-----------------|------------|
| (1) Voted in favour of the resolution | 12298470        | 0        | 12298470        | 100        |
| (2) Voted against the resolution      | 0               | 0        | 0               | 0          |
| <b>Total</b>                          | <b>12298470</b> | <b>0</b> | <b>12298470</b> | <b>100</b> |
| (3) Invalid votes:                    | 0               | 0        | 0               | --         |

**Item No. 2 as a Ordinary Resolution:** Appointment of director in place of Sri Vikram Aditya Mody (DIN: 00193192) who retires by rotation and being eligible, offers himself for re-appointment.

|                                       |          |   |          |     |
|---------------------------------------|----------|---|----------|-----|
| (1) Voted in favour of the resolution | 12298470 | 0 | 12298470 | 100 |
|---------------------------------------|----------|---|----------|-----|







|                                  |                 |          |                 |            |
|----------------------------------|-----------------|----------|-----------------|------------|
| (2) Voted against the resolution | 0               | 0        | 0               | 0          |
| <b>Total</b>                     | <b>12298470</b> | <b>0</b> | <b>12298470</b> | <b>100</b> |
| (3) Invalid votes:               | 0               | 0        | 0               | --         |

**SPECIAL BUSINESS**

**Item No.3 as a Special Resolution:** Re-appointment of Shri Satish Kapur as an Independent Director of the Company for a further period of five years from 3<sup>rd</sup> September, 2019.

|                                       |                 |          |                 |            |
|---------------------------------------|-----------------|----------|-----------------|------------|
| (1) Voted in favour of the resolution | 12298470        | 0        | 12298470        | 100        |
| (2) Voted against the resolution      | 0               | 0        | 0               | 0          |
| <b>Total</b>                          | <b>12298470</b> | <b>0</b> | <b>12298470</b> | <b>100</b> |
| (3) Invalid votes:                    | 0               | 0        | 0               | --         |





**Item No. 4 as a Special Resolution:** Re-appointment of Shri Biswajit Choudhuri as an Independent Director of the Company for a further period of five years from 3<sup>rd</sup> September, 2019.

|                                      |                 |          |                 |            |
|--------------------------------------|-----------------|----------|-----------------|------------|
| (1)Voted in favour of the resolution | 12298470        | 0        | 12298470        | 100        |
| (2) Voted against the resolution     | 0               | 0        | 0               | 0          |
| <b>Total</b>                         | <b>12298470</b> | <b>0</b> | <b>12298470</b> | <b>100</b> |
| (3) Invalid votes:                   | 0               | 0        | 0               | --         |

**Item No. 5 as a Special Resolution:** Re-appointment of Dr. Ranjan Ghosh as an Independent Director of the Company for a further period of five years from 3<sup>rd</sup> September, 2019.

|                                      |          |   |          |     |
|--------------------------------------|----------|---|----------|-----|
| (1)Voted in favour of the resolution | 12298470 | 0 | 12298470 | 100 |
| (2) Voted against the resolution     | 0        | 0 | 0        | 0   |





|                    |                 |          |                 |            |
|--------------------|-----------------|----------|-----------------|------------|
| <b>Total</b>       | <b>12298470</b> | <b>0</b> | <b>12298470</b> | <b>100</b> |
| (3) Invalid votes: | 0               | 0        | 0               | --         |

**Item No. 6 as a Special Resolution:** Re-appointment of Smt. Archana Agarwal as an Independent Director of the Company for a further period of five years from 31<sup>st</sup> March, 2020.

|                                      |                 |          |                 |            |
|--------------------------------------|-----------------|----------|-----------------|------------|
| (1)Voted in favour of the resolution | 12298470        | 0        | 12298470        | 100        |
| (2) Voted against the resolution     | 0               | 0        | 0               | 0          |
| <b>Total</b>                         | <b>12298470</b> | <b>0</b> | <b>12298470</b> | <b>100</b> |
| (3) Invalid votes:                   | 0               | 0        | 0               | --         |

**Item No. 7 as a Ordinary Resolution:** Approval of remuneration of the Cost Auditors for financial year ending March 31, 2020.







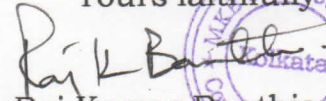
|                                      |                 |          |                 |            |
|--------------------------------------|-----------------|----------|-----------------|------------|
| (1)Voted in favour of the resolution | 12298470        | 0        | 12298470        | 100        |
| (2) Voted against the resolution     | 0               | 0        | 0               | 0          |
| <b>Total</b>                         | <b>12298470</b> | <b>0</b> | <b>12298470</b> | <b>100</b> |
| (3) Invalid votes:                   | 0               | 0        | 0               | --         |

Based on the aforesaid results, the resolution no.(s) 1 to 7 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: 19<sup>th</sup> August, 2019  
Place: Kolkata