



**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]**

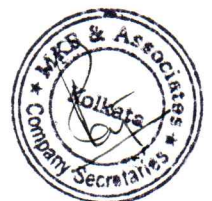
To,

The Chairman of the 25<sup>th</sup> (Twenty Fifth) Annual General Meeting (AGM) of Members of Hindusthan Engineering & Industries Limited (CIN:U93000WB1998PLC086303), held on Friday, 30<sup>th</sup> September, 2022 at 02:00 P.M. (IST) through Video Conferencing ("VC") or Other AudioVisual 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-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, 20/2020, 02/2021, 19/2021, 21/2021 and 2/2022 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 8th December, 2021, 14th December, 2021 and 5th May, 2022 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 25<sup>th</sup> Annual General Meeting of the Company held on Friday, 30<sup>th</sup> September, 2022 at 02:00 P.M. (IST) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") do hereby submit my report as follows:

- (a) The Notice dated 26<sup>th</sup> August, 2022 convening the 25<sup>th</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 electronically and completed on 5<sup>th</sup> September, 2022, 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 through VC or OAVM, physical attendance of the members has been dispensed with. Accordingly, in terms of above mentioned MCA, 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. Friday, 23<sup>rd</sup> September, 2022 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 Tuesday, 27<sup>th</sup> September, 2022 at 9:00 A.M. (IST) and ended on Thursday, 29<sup>th</sup> September, 2022 at 5.00 P.M.(IST).
- (f) The members present at the meeting exercised their voting rights electronically through facility offered by NSDL.
- (g) After conclusion of voting at the 25<sup>th</sup> 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 Mr. Rishabh Dev Chauhan and Mr. Shubham Bhakta 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](http://www.evoting.nsdl.com).

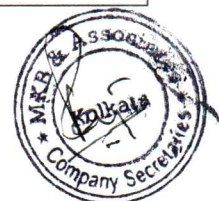




- (i) A total of 60 Members have cast their vote through remote e-voting and all such votes are valid. None of the members have cast their votes electronically during the AGM.

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. (1)</b>	<b>Number of Votes (shares) cast through e-voting during the meeting (2)</b>	<b>Total (1)+(2)=(3)</b>	<b>% of total number of valid votes cast</b>
<b>ORDINARY BUSINESS</b>				
<b>Item No. 1 as an Ordinary Resolution:</b> To receive, consider and adopt:				
a) the audited standalone Financial Statements of the Company for the financial year ended 31st March, 2022 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, 2022 and the Report of Auditors thereon.				
(1) Voted in favour of the resolution	12344608	-	12344608	99.9989
(2) Voted against the resolution	139	-	139	0.0011
<b>Total</b>	<b>12344747</b>	<b>-</b>	<b>12344747</b>	<b>100</b>
(3) Invalid votes	--	--	--	--
<b>Item No. 2 as an Ordinary Resolution:</b> 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	12344563	-	12344563	99.9985





(2) Voted against the resolution	184	-	184	0.0015
<b>Total</b>	<b>12344747</b>	<b>-</b>	<b>12344747</b>	<b>100</b>
(3) Invalid votes	--	--	--	--

**SPECIAL BUSINESS**

**Item No. 3 as an Ordinary Resolution:** Ratification of remuneration of Cost Auditor of the Company for the Financial Year 2022-23.

(1) Voted in favour of the resolution	12344608	-	12344608	99.9990
(2) Voted against the resolution	116	-	116	0.0010
<b>Total</b>	<b>12344724</b>	<b>-</b>	<b>12344724</b>	<b>100</b>
(3) Invalid votes	--	--	--	--

**Item No. 4 as a Special Resolution:** Approval under Section 180(1)(a) of Companies Act, 2013 to sell, transfer or otherwise dispose of the undertakings of the Company.

(1) Voted in favour of the resolution	12344563	-	12344563	99.9986
(2) Voted against the resolution	177	-	177	0.0014
<b>Total</b>	<b>12344740</b>	<b>-</b>	<b>12344740</b>	<b>100</b>
(3) Invalid votes	--	--	--	--

**Item No. 5 as a Special Resolution:** Approval under Section 180(1)(c) of Companies Act, 2013 to borrow money up to an amount the aggregate outstanding of which should not exceed, at any given time, Rs. 2000 crore

(1) Voted in favour of the resolution	12344563	-	12344563	99.9986
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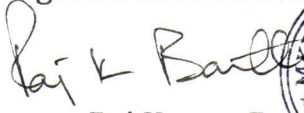

(2) Voted against the resolution	177	-	177	0.0014
<b>Total</b>	<b>12344740</b>	<b>-</b>	<b>12344740</b>	<b>100</b>
(3) Invalid votes	--	--	--	--
<b>Item No. 6 as a Special Resolution :</b> Approval under Section 180(1)(a) of Companies Act, 2013 to create mortgage/hypothecation/ pledge / charge / security in any form or manner on the properties of the Company in favour of the Lenders upto the limits approved or as may be approved by the shareholders under section 180(1)(c) of the Companies Act, 2013				
(1) Voted in favour of the resolution	12344563	-	12344563	99.9986
(2) Voted against the resolution	177	-	177	0.0014
<b>Total</b>	<b>12344740</b>	<b>-</b>	<b>12344740</b>	<b>100</b>
(3) Invalid votes	--	--	--	--

Based on the aforesaid results, the resolution 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 of the Company for preserving safely after the minutes of the Meeting are signed.

Date: 01.10.2022  
Place: Kolkata  
UDIN: A017190D001108181

For MKB & Associates  
Company Secretaries  
Firm Reg No: P2010WB042700

Raj Kumar Banthia  
Partner  
Membership no. 17190  
COP no. 18428