



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 27th (Twenty-Seventh) Annual General Meeting (AGM) of Members of Hindusthan Engineering & Industries Limited (CIN: U93000WB1998PLC086303), held on Monday, 30th day of September, 2024 at 02:00 P.M. (IST) through Video Conferencing ("VC") or Other Audio Visual 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, 2/2022, 10/2022 and 09/2023 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 8th December, 2021, 14th December, 2021, 5th May, 2022, 28th December, 2022 and 25th September, 2023 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 27th Annual General Meeting of the Company held on Monday, 30th day of September, 2024 at 02:00 P.M. through





Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), do hereby submit my report as follows:

- (a) The Notice dated 19th July, 2024 convening the 27th 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 on Thursday, 5th September, 2024, 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 Circulars through VC or OAVM, physical attendance of the members has been dispensed with. Accordingly, in terms of above-mentioned MCA circulars, 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., Monday, 23rd September, 2024 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 Friday, 27th September, 2024





at 09:00 AM (IST) and ended on Sunday, 29th September, 2024 at 5:00 PM (IST).

- (f) The members present at the meeting exercised their voting rights electronically through facility offered by National Securities Depository Limited (NSDL).
- (g) After conclusion of voting at the 27th 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 Ms. Khushi Nangalia and Ms. Roshani Agarwal, who acted as witnesses in accordance with Rule 20 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.
- (i) A total of 54 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.

	Number of votes (shares) cast through Remote E-voting. (1)	Number of Votes (shares) cast through e-voting during the meeting (2)	Total (1) +(2)=(3)	% of total number of valid votes cast
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ORDINARY BUSINESS

Item No. 1 as an Ordinary Resolution: To receive, consider and adopt:

(a) the audited standalone Financial Statements of the Company for the financial year ended 31st March, 2024 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, 2024 and the Report of Auditors thereon.

(1) Voted in favour of the resolution	1,23,65,201	0	1,23,65,201	99.9999
(2) Voted against the resolution	16	0	16	0.0001
Total	1,23,65,217	0	1,23,65,217	100
(3) Invalid votes:	--	--	--	--

Item No. 2 as an Ordinary Resolution: 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	1,23,65,096	0	1,23,65,096	99.9991
(2) Voted against the resolution	116	0	116	0.0009
Total	1,23,65,212	0	1,23,65,212	100
(3) Invalid votes	--	--	--	--





SPECIAL BUSINESS

Item No. 3 as an Ordinary Resolution: Ratification of remuneration of Cost Auditors of the Company for the Financial Year 2024-25.

(1) Voted in favour of the resolution	1,23,65,101	0	1,23,65,101	99.9991
(2) Voted against the resolution	116	0	116	0.0009
Total	1,23,65,217	0	1,23,65,217	100
(3) Invalid votes:	--	--	--	--

Item No. 4 as an Ordinary Resolution: To appoint Shri Rajendra Kumar Duggar (DIN: 00403512), as an Independent Director of the Company for a period of five years w.e.f 19th July, 2024.

(1) Voted in favour of the resolution	1,23,65,101	0	1,23,65,101	99.9991
(2) Voted against the resolution	116	0	116	0.0009
Total	1,23,65,217	0	1,23,65,217	100
(3) Invalid votes:	--	--	--	--

Item No. 5 as an Ordinary Resolution: To appoint Shri Mool Chand Gauba (DIN: 02942664) as an Independent Director of the Company for a period of five years w.e.f 19th July, 2024.





1) Voted in favour of the resolution	1,23,65,101	0	1,23,65,101	99.9991
2) Voted against the resolution	116	0	116	0.0009
Total	1,23,65,217	0	1,23,65,217	100
(3) Invalid votes:		--	--	--

Item No. 6 as a Special Resolution: To appoint Shri Vikram Aditya Mody (DIN:00193192) as Whole-time Director designated as Executive Chairman of the Company for a period of three years w.e.f from 1st January, 2024.

1) Voted in favour of the resolution	1,23,65,096	0	1,23,65,096	99.9991
2) Voted against the resolution	116	0	116	0.0009
Total	1,23,65,212	0	1,23,65,212	100
(3) Invalid votes:		--	--	--

Item No. 7 as a Special Resolution: To approve making loan / investment and giving guarantee / provide security up to an amount, the aggregate outstanding of which should not exceed, at any given time, Rs. 2000 Crores over and above the limits as specified in Section 186(2) of the Companies Act, 2013.

1) Voted in favour of the resolution	1,23,65,101	0	1,23,65,101	99.9991
2) Voted against the resolution	116	0	116	0.0009
Total	1,23,65,217	0	1,23,65,217	100
(3) Invalid votes:		--	--	--





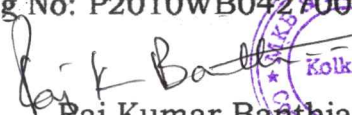
Item No. 8 as a Special Resolution: To advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken/to be taken by any company in which any director of the company is deemed to be interested, upto an amount, the aggregate outstanding of which shall not exceed, at any given of time, Rs. 2000 Crores, under section 185 of Companies Act, 2013.

1) Voted in favour of the resolution	1,23,65,101	0	1,23,65,101	99.9991
2) Voted against the resolution	116	0	116	0.0009
Total	1,23,65,217	0	1,23,65,217	100
(3) Invalid votes:	--	--	--	--

Based on the aforesaid results, the resolution no.(s) 1 to 8 as contained in the Notice have been passed with the requisite majority.

The remote e-voting register and other related papers/ registers and records, as applicable, 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.

For MKB & Associates
Company Secretaries
Firm Reg No: P2010WB042700


Raj Kumar Banthia
Partner



Date: 01.10.2024
Place: Kolkata
UDIN: A017190F001395908

Membership no. 17190
COP no. 18428
Peer Review Certificate No.: 1663/2022