MKB & Associates
Company Secretaries
SHANTINIKETAN | 5TH FLOOR | ROOM NO. 511 | 8, CAMAC STREET | KOLKATA-700 017
TEL : 91 - 33 - 4601 5349 / 4810 8125 | E-mail : mbanthia2010@gmail.com

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 28th (Twenty-Eighth) Annual General Meeting (AGM) of Members of Hindusthan Engineering & Industries Limited (CIN: U93000WB1998PLC086303), held on Saturday, 27th day of September, 2025 at 2:00 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 applicable circulars issued by the Ministry of Corporate Affairs (MCA) and Secretarial Standards on General Meetings, in respect of the below mentioned Resolutions proposed at the 28th (Twenty Eighth) Annual General Meeting of the Company held on Saturday, 27th day of September, 2025 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), do hereby submit my report as follows:

(a) The Notice dated 18th August, 2025 convening the 28th Annual General Meeting of the Company along with the Statement under Section 102 of

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the Act setting out all material facts in respect of Resolutions mentioned therein, was sent electronically on 1st September, 2025 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. Saturday, 20th September, 2025 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 at 09:00 A.M. (IST) on Wednesday, 24th September, 2025, and ended at 5:00 P.M. (IST) on Friday, 26th September, 2025.

(f) The members present at the meeting exercised their voting rights electronically through facility offered by National Securities Depository Limited (NSDL).

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(g) After conclusion of voting at the 28th 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 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 i.e. NSDL e-Voting website address www.evoting.nsdl.com.

(i) A total of 59 Members have cast their vote, through remote e-voting and all such votes are valid. None of members have cast their vote 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**
ORDINARY BUSINESSES:				
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, 2025 and the Reports of the Board of Directors and Auditors thereon; and				

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(b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025 and the Report of Auditors thereon.				
(1) Voted in favour of the resolution	12369410	--	12369410	99.8586
(2) Voted against the resolution	17511	--	17511	0.1414
Total	**12386921**	**--**	**12386921**	**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	12369402	--	12369402	99.8586
(2) Voted against the resolution	17519	--	17519	0.1414
Total	**12386921**	**--**	**12386921**	**100**
(3) Invalid votes	--	--	--	--

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SPECIAL BUSINESSES:				
Item No. 3 as an Ordinary Resolution: To ratify the remuneration of S.K. Sahu & Associates, Cost Auditors of the Company for conducting cost audit for the year ended 31st March, 2026.				
(1) Voted in favour of the resolution	12369410	--	12369410	99.8586
(2) Voted against the resolution	17511	--	17511	0.1414
Total	**12386921**	--	**12386921**	**100**
(3) Invalid votes:	--	--	--	--
Item No. 4 as an Ordinary Resolution: To approve appointment of Smt. Itei Bubna (DIN: 11030378) as an Independent Director of the Company for a period of five years from 7th May, 2025 to 6th May, 2030.				
(1) Voted in favour of the resolution	12368402	--	12368402	99.8586
(2) Voted against the resolution	17519	--	17519	0.1414
Total	**12385921**	--	**12385921**	**100**
(3) Invalid votes:	--	--	--	--

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Item No. 5 as a Special Resolution: To approve re-appointment of Shri Vikram Aditya Mody (DIN:00193192) as Executive Chairman of the Company for a period of five years from 1st April, 2026 to 31st March, 2031 and fix his remuneration.				
(1) Voted in favour of the resolution	12369402	--	12369402	99.8586
(2) Voted against the resolution	17519	--	17519	0.1414
Total	**12386921**	**--**	**12386921**	**100**
(3) Invalid votes:	--	--	--	--

Based on the aforesaid results, the resolution no.(s) 1 to 5 as contained in the Notice dated 18th August, 2025 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 and Managing Director 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
Membership No. 17190
COP No. 18428
Peer Review No.: 6825/2025

Date: 27.09.2025
Place: Kolkata
UDIN: A017190G001369508