Hindustan Motors

Registered Office : Hindustan Motors Limited

Birla Building, 1^{13th} Floor 9/1, R. N. Mukherjee Road Kolkata - 700 001 CIN-L34103WB1942PLC018967

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September 19, 2019

1 The Manager, Listing Department National Stock Exchange of India Ltd Exchange Plaza, 5th floor Plot No. C/1, G Block Bandra-Kurla Complex, Bandra (East) Mumbai – 400 051

(Company Code: HINDMOTORS)

2 Corporate Relationship Dept. BSE Limited 1st floor, New Trading Ring Rotunda Building, P. J. Towers Dalal Street, Fort Mumbai – 400 001 (Company Code: 500500)

Sub: 77th Annual General Meeting of the Company held on 18th September, 2019

Dear Sir

We wish to inform you that the 77th Annual General Meeting of the equity shareholders of the Company was held as scheduled on September 18, 2019 and shareholders accorded their consent on the following business:-

Ordinary Business

- Adoption of Audited Standalone Financial Statements of the Company together with the Directors' Report as also the Auditors' Report thereon for the financial year ended 31st March, 2019.
- 2 Appointment of Shri A. Sankaranarayanan (DIN-00385632) who retires by rotation and being eligible offers himself for re-appointment.
- 3 Re-appointment of Messrs. Ray & Ray, Chartered Accountants (Registration No.301072E) as Auditors of the Company.

Special Business

4 Re-appointment of Shri Raj Kamal Johri as an Independent Director of the Company.

5 Continuation of Mr. A Sankaranarayanan (DIN:00385632), who has already attained the age of 75 years as a Non-Executive Director of the Company.

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company had provided remote e-voting facility and voting through physical ballot at the meeting in respect of the business transacted at the 77th Annual General Meeting. The remote e-voting commenced on September 14, 2019 at 9.00 a.m. and ended on September 17, 2019 at 5.00 p.m. The Company has appointed Shri Anjan Kumar Roy, FCS, Company Secretary in practice as the Scrutinizer for scrutinizing the aforesaid voting process in a fair and transparent manner.

The details of results are enclosed herewith pursuant to the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), 2015.

We are enclosing herewith the Scrutinizer's Report relating to 'remote e-voting' and 'voting through Ballot at the meeting' in respect of all the resolutions contained in the Notice of 77th Annual General Meeting of the Company.

Kindly take the above information for record.

Marma.

Thanking you,

Yours faithfully,

Ø

For Hindustan Motors Limited

Prativa Sharma Company Secretary

Encl: As above

HINDUSTAN MOTORS LIMITED

The details of Voting Results (Remote e-voting and voting through ballot at the AGM) of the $77^{\rm th}$ Annual General Meeting of Hindustan Motors Limited held on $18^{\rm th}$ September, 2019

Date of AGM	18 th September, 2019
Total number of shareholders on record date	120394
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	10 637
No. of shareholders attended the meeting through Video Conferencing Promotes and Promoter Group: Public:	Not Applicable Not Applicable

Agenda-wise disclosure

ORDINARY BUSINESS

Item No.1 – Adoption of Audited Standalone Financial Statements of the Company together with the Directors' Report as also the Auditors' Report thereon for the financial year ended 31st March, 2019.

Resolution Required:	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution:	Not Applicable

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstandi ng shares (3)=[(2) / (1)]*100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/ (2)]*100	% of Votes against on votes polled (7)=[(5) / (2)]*10 0	Votes Invalid	Votes Abstai ned
Promoter	E-Voting		67473254	100	67473254	0	100	0	0	0
And	Poll		0	0	0	0	0	0	0	0
Promoter Group	Postal Ballot (If applicable)	67473254	0	0	0	0	0	0	0	0
	Total		67473254	100	67473254	q	100	0	0	0
Public-	E-Voting		0	0	0	0	100	0	0	0
Institution	Poll		0	0	0	0	0	0	0	0
	Postal Ballot (If applicable)	10236054	0	0	0	0	0	0	0	0
	Total		0	0	0	0	0	0	0	0
Public-	E-Voting		2269277	1.7329	2263917	5360	99.7638	0.2361	0	0
Non	Poll		2954	0.0023	2944	10	99.6614	0.3385	0	0
Institution	Postal Ballot (If applicable)	130949985	0	0	0	0	0	0	0	0
	Total		2272231	1.7352	2266861	5370	99.7637	0.2363	0_	0
Total		208659293	69745485	33.4255	69740115	5370	99.9923	0.0077	0	0

Item No.2 – Appointment of Shri A. Sankaranarayanan (DIN-00385632) who retires by rotation and being eligible offers himself for re-appointment.

Resolution Required:	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution:	Not Applicable

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstandi ng shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/	% of Votes against on votes polled	Votes Invalid	Votes Abstai ned
		(1)	(2)	(3)=[(2) / (1)]*10 0	(4)	(5)	(2)]*100	(7)=[(5) / (2)]*10 0		
Promoter	E-Voting		67473254	100	67473254	0	100	0	0	0
And	Poli		0	0	0	0	0	0	0	0
Promoter Group	Postal Ballot (If applicable)	67473254	0	0	0	0	0	0	0	0
	Total		67473254	100	67473254	0	100	0	0	0
Public-	E-Voting		0	0	0	0	100	0	0	0
Institution	Poll		0	0	0	0	0	0	0	0
	Postal Ballot (If applicable)	10236054	0	0	0	0	0	0	0	0
	Total		0	0	0	0	0	0	0	0
Public-	E-Voting		2267977	1.7319	2262361	5616	99.7523	0.2476	0	1300
Non	Poll		2954	0.0023	2944	10	99.6614	0.3385	0	0
Institution	Postal Ballot (If applicable)	130949985	0	0	0	0	0	0	0	0
	Total		2270931	1.7342	2265305	5626	99.7523	0.2477	0	1300
Total		208659293	69744185	33.4249	69738559	5626	99.9919	0.0081	0	1300

Item No.3 – Re-appointment of Messrs. Ray & Ray, Chartered Accountants (Registration No.301072E) as Auditors of the Company.

Resolution Required:	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution:	Not Applicable

Category	Mode of	No. of	No. of	% of	No. of	No. of	% of	% of	Votes	Votes
	Voting	shares	votes	Votes	Votes -	Votes -	Votes in	Votes	Invalid	Abstai
	Ì	held	polled	polled on	in favour	against	favour on	against		ned
				outstandi			votes	on votes		
				ng shares			polled	polled		
							(6)=[(4)/			
	Į.	(1)	(2)	(3)=[(2)	(4)	(5)	(2)]*100	(7)=[(5)		
				/				/		
				(1)]*100				(2)]*100		
Promoter	E-Voting		67473254	100	67473254	0	100	0	0	0
And	Poll	474 7 0054	0	0	0	0	0	0	0	0
Promoter	Postal Ballot	67473254	0	0	0	0	0	0	0	0
Group	(If applicable)									
	Total		67473254	100	67473254	Q	100	0	0	0
Public-	E-Voting	300000000000000000000000000000000000000	0	0	0	0	100	0	0	0
Institution	Poll		0	0	0	0	0	0	0	0
	Postal Ballot	10236054	0	0	0	0	0	0	0	0
	(If applicable)									
	Total		0	0	0	0	0	0	0	0
Public-	E-Voting		2269277	1.7329	2263911	5366	99.7635	0.2364	. 0	0
Non	Poll		2954	0.0023	2944	10	99.6614	0.3385	0	0
Institution	Postal Ballot	130949985	0	0	0	0	0	0	0	0
	(If applicable)					777	i			
	Total		2272231	1.7352	2266855	5376	99.7634	0.2366	0	0
Total		208659293	69745485	33.4255	69740109	5376	99.9923	0.0077	0	0

Item No.4 - Re-appointment of Shri Raj Kamal Johri as an Independent Director of the Company.

Resolution Required:	Special Resolution	
Whether promoter/promoter group are interested in the agenda/resolution:	Not Applicable	

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstandi ng shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/	% of Votes against on votes polled	Votes Invalid	Votes Abstal ned
		(1)	(2)	(3)=[(2) / (1)]*100	(4)	(5)	(2)]*100	(7)=[(5) / (2)]*100		
Promoter	E-Voting		67473254	100	67473254	0	100	0	0	0
And	Poll	67473254	0	0	0	0	0	0	0	0
Promoter Group	Postal Ballot (If applicable)		0	0	0	0	0	0	0	0
	Total		67473254	100	67473254	0	100	0	0	0
Public-	E-Voting		0	0	0	0	100	0	0	0
Institution	Poll		0	0	0	0	0	0	0	0
	Postal Ballot (If applicable)	10236054	0	0	0	0	0	0	0	0
	Total		0	0	0	0	0	0	0	0
Public-	E-Voting		2269277	1.7329	2260651	8626	99.6198	0.3801	0	0
Non	Poll		2954	0.0023	2944	10	99.6614	0.3385	0	0
Institution	Postal Ballot (If applicable)	130949985	0	0	0	0	0	0	0	0
	Total		2272231	1.7352	2263595	8636	99.6199	0.3801	0	0
Total		208659293	69745485	33.4255	69736849	8636	99.9876	0.0124	0	0

Item No.5 - Continuation of Mr. A Sankaranarayanan (DIN:00385632), who has already attained the age of 75 years as a Non-Executive Director of the Company.

Special Resolution
Not Applicable

Category	Mode of	No. of	No. of	% of Votes	No. of	No. of	% of	% of	Votes	Votes
32.0	Voting	shares	votes	polied on	Votes -	Votes	Votes in	Votes	Invalid	Abstai
		held	polled	outstandin	in favour	-	favour on	against		ned
				g shares		against	votes	on votes		
							polled	polled		
	1			(3)=[(2)/			(6)=[(4)/	50		ĺ
		(1)	(2)	(1)]*100	(4)	(5)	(2)]*100	(7)=[(5)		

								/ (2)]*100		
Promoter	E-Voting		67473254	100	67473254	0	100	0	0	0
And	Poll		0	0	0	0	0	0	0	0
Promoter Group	Postal Ballot (If applicable)	67473254	0	0	0	0	0	0	0	0
	Total		67473254	100	67473254	0	100	0	0	0
Public-	E-Voting		0	0	0	0	100	0	0	0
Institution	Poll		0	0	0	0	0	0	0	0
	Postal Ballot (If applicable)	10236054	0	0	0	0	0	0	0	0
	Total		0	0	0	0	0	0	0	0
Public-	E-Voting		2267977	1.7319	2259261	8716	99.6156	0.3843	0	1300
Non	Poll		2954	0.0023	2944	10	99.6614	0.3385	0	0
Institution	Postal Ballot (If applicable) Total	130949985	0 2270931	1.7342	0 2262205	0 8726	99.6158	0.3842	0	1300
Total		208659293	69744185	33.4249	69735459	8726	99.9875	0.0125	0	1300

Place : Kolkata

 ${\rm Date:19^{th}\ September,\ 2019}$

For Hindustan Motors Limited Motors

Uttam Bosa Director

COMPANY SECRETARIES

To,
The Chairman
Hindustan Motors Limited
Birla Building, 13th Floor
9/1, R N Mukherjee Road,
Kolkata – 700 001
West Bengal

Sub: Scrutinizer's Report on the "Remote E – Voting" and "Voting through Ballot at the meeting", in respect of the resolutions contained in the notice of the 77th Annual General Meeting of M/s. Hindustan Motors Limited, held on 18th Day of September, 2019.

Dear Sir,

- (A) I have been appointed as the Scrutinizer by M/s. Hindustan Motors Limited ("the company", hereinafter), vide a resolution passed by the Board of Directors of the Company at their meeting held on the 29th Day of May, 2019, to carry out the scrutiny of the Remote E Voting and Voting through Ballot at the 77th Annual General Meeting ("aforesaid AGM", hereinafter) of the company held on 18/09/2019, for and in respect of all the resolutions, as mentioned herein below and as contained in the notice of the aforesaid AGM dated 14th June,2019, pursuant to Section 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015 and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (B) Pursuant to the provisions of section 108 of the Companies Act, 2013, read with the relevant rules thereof and read with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I have conducted the scrutiny of the aforesaid Remote E Voting and Voting through Ballot at the aforesaid AGM, in respect of the following resolutions no. 1 to 5 as contained in the aforesaid Notice dated 14th day of June, 2019. I submit my report hereunder:
 - i. As per the publication in daily "Business Standard" and "Aajkal" dated 27th August, 2019, provided to me, the Company has completed on 25th Day of August, 2019, the dispatch (through courier service) of the relevant notice dated 14th day of June, 2019 along with statement setting out material facts under Section 102 of the Companies Act 2013, convening the aforesaid AGM, to the members of the Company. Further, I have been informed by the officers of the Company and have personally verified that the relevant notice of the aforesaid AGM has been placed on the website of the Company.

Office Address: GR-1, Gouri Bhaban, 28A Gurupada Halder Road, Kolkata- 700 026. E-mail: akroyco@yahoo.co.in/anjanroy 2003@yahoo.co.in/anjankumarroyco@hotmail.com. Land Ph. No. 033 2475 0112. Hand Held Nos. 9830201949/9831891949.

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Date: 19/09/2019

COMPANY SECRETARIES

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- ii. The relevant notice of the aforesaid AGM, mentioned *inter alia* that the business might be transacted through Remote E voting system and through ballots at the venue of the aforesaid AGM, the necessary facilities whereof were being provided by the company.
- iii. I have been shown by the officers of the company, the relevant advertisement of the said notice, in "Business Standard" and in "Aajkal" published on Tuesday, the 27th Day of August, 2019 containing the following information:
 - a. Statement that the business may be transacted by Remote E Voting.
 - **b.** Statement that dispatch of notices of the aforesaid AGM was completed on 25th day of August, 2019.
 - c. Statement that the period of Remote E Voting would start at 9.00 A.M. (IST) on Saturday the 14th Day of September, 2019 and ends at 5.00 P.M.(IST) on Tuesday 17th Day of September, 2019.
 - d. Statement that the business may be transacted by voting through ballots at the venue of the aforesaid AGM, only by those members who had not participated in the said Remote E Voting.
 - **e.** Statement that members who cast their vote by Remote E Voting may attend the aforesaid AGM but would not be entitled to cast their votes once again.
 - f. The statement that Remote E Voting shall be blocked by M/s. Karvy Fintech Private Limited ("Karvy", hereinafter) after 5.00 P.M. on 17th Day of September, 2019.
 - g. Website address of the Company and of Karvy, where notice of the aforesaid Annual General Meeting was displayed.
 - h. Contact details, in case of grievances/queries in respect of the Remote E Voting.
- iv. That to the best of my understanding the aforesaid Remote E Voting for the aforesaid resolutions were open for 4 days i.e., from 9:00 A.M. (IST) on Saturday the 14th of September, 2019 to 5:00 P.M. (IST) on Tuesday the 17th of September, 2019.
- v. That to the best of my understanding the portal i.e., https://evoting.karvy.com, where Remote E Voting process was provided, was blocked at 5:00 P.M. on 17th Day of September, 2019.
- vi. That after the discussions on the above 5 resolutions at the aforesaid AGM were over, a facility for casting the vote by physical ballot at the venue of the aforesaid AGM was provided to those members who wanted to cast their votes by said physical ballots.
- vii. That the said Remote E voting at portal https://evoting.karvy.com was unblocked by me at 4:44 P.M. on 18th Day of September, 2019, that is after the voting by physical ballots were completed and counted. The said Remote E voting was unblocked by me in the presence of the following persons;

Office Address: GR-1, Gouri Bhaban, 28A Gurupada Halder Road, Kolkata- 700 026. E-mail: akroyco@yahoo.co.in/ anjanroy 2003@yahoo.co.in/anjankumarroyco@hotmail.com. Land Ph. No. 033 2475 0112. Hand Held Nos. 9830201949/9831891949. Page/

COMPANY SECRETARIES

- a. Ms. Adwitiya Mukherjee Adwitiya Mukherjee
- b. Ms. Anushka Damani Ahus Wa Damani

who are not in the employment of the Company and who have put their signatures alongside their names as above.

- viii. The result of votes cast by Remote E Voting mode, has been downloaded from the aforesaid portal of Karvy, the agency which was appointed by the Company to provide and maintain and which provided and maintained the Remote E Voting platform for the aforesaid Remote E Voting, in respect of the aforesaid 5 resolutions.
- ix. The cut-off date for determining eligibility to cast vote was on 11th Day of September, 2019 and such persons who were the members of the company as on the said cut-off date were entitled to cast their vote either by Remote E Voting or through Ballot at the aforesaid AGM on the aforesaid resolutions.

(C) That the details of voting, through Remote E – Voting and through Ballot at the aforesaid AGM, in respect of the said 5 Resolutions, are as hereunder:





COMPANY SECRETARIES

ORDINARY BUSINESS:

Item No. 1

Ordinary Business Ordinary Resolution: To receive, consider and adopt the Audited Standalone Financial Statements of the Company together with the Directors' Report as also the Auditors' Report thereon for the financial year ended 31st March, 2019.

i. Voted in favour of the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	% of total number of valid votes cast
Remote E- voting	49	69737171	99.9923
Through Ballot	18	2944	0.0000
Total	67	69740115	99.9923

ii. Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	% of total number of valid votes cast
Remote E- voting	3	5360	0.0077
Through Ballot	2	10	0.0000
Total	5	5370	0.0077

iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)
Remote E- voting	NIL	NIL
Through Ballot	NIL	NIL
Total	NIL	NIL

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COMPANY SECRETARIES

Item No. 2

Ordinary Business Ordinary Resolution: To appoint a Director in place of Shri A. Sankaranarayanan (DIN-00385632) who retires by rotation and being eligible offers himself for re-appointment.

i. Voted in favour of the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	% of total number of valid votes cast
Remote E- voting	44	69735615	99.9919
Through Ballot	18	2944	0.0000
Total	62	69738559	99.9919

ii. Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	% of total number of valid votes cast
Remote E- voting	7	5616	0.0081
Through Ballot	2	10	0.0000
Total	9	5626	0.0081

iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)
Remote E- voting	NIL	NIL
Through Ballot	NIL	NIL
Total	NIL	NIL

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COMPANY SECRETARIES

Item No. 3

Ordinary Business Ordinary Resolution: To consider and, if thought fit, to pass the **Ordinary Resolution**, relating to the appointment of the Auditors of the Company

i) Voted in favour of the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	% of total number of valid votes cast
Remote E- voting	48	69737165	99.9923
Through Ballot	18	2944	0.0000
Total	66	69740109	99.9923

ii) Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	% of total number of valid votes cast
Remote E- voting	4	5366	0.0077
Through Ballot	2	10	0.0000
Total	6	5376	0.0077

iii) Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)
Remote E- voting	NIL	NIL
Through Ballot	NIL	NIL
Total	NIL	NIL

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COMPANY SECRETARIES

SPECIAL BUSINESS

Item No. 4

Special Business Special Resolution: To consider and, if thought fit, to pass with or without modification(s), the **Special Resolution** relating to re-appointment of Shri Raj Kamal Johri as an Independent Director of the Company

i) Voted in favour of the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	% of total number of valid votes cast
Remote E- voting	44	69733905	99.9876
Through Ballot	18	2944	0.0000
Total	62	69736849	99.9876

ii) Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	% of total number of valid votes cast
Remote E- voting	8	8626	0.0124
Through Ballot	2	10	0.0000
Total	10	8636	0.0124

iii) Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)
Remote E- voting	NIL	NIL
Through Ballot	NIL	NIL
Total	NIL	NIL

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COMPANY SECRETARIES

Item No. 5

Special Business Special Resolution: To consider and, if thought fit, to pass with or without modification(s), if any, the **Special Resolution** under Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 to seeking approval of the shareholders to continue Mr. A . Sankaranarayanan as Non-Executive Director who has attained the age of 75 years.

i) Voted in **favour** of the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	% of total number of valid votes cast
Remote E- voting	41	69732515	99.9875
Through Ballot	18	2944	0.0000
Total	59	69735459	99.9875

ii) Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	% of total number of valid votes cast
Remote E- voting	10	8716	0.0125
Through Ballot	2	10	0.0000
Total	12	8726	0.0125

iii) Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)
Remote E- voting	NIL	NIL
Through Ballot	NIL	NIL
Total	NIL	NIL

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COMPANY SECRETARIES

(D) The Register, all other papers and relevant records relating to Remote E - Voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid AGM and the same will be handed over to the Company Secretary for safe keeping.

FOR, ANJAN KUMAR ROY & CO.

Company Secretaries

ANJAN KUMAR ROY

FCS 5684

CP 4557

Scrutinizer for and in respect of the Remote E – Voting and voting through Ballot related to their 77th AGM held on 18th Day of September, 2019, of M/s. Hindustan Motors Limited.