

Hindustan Motors

Registered Office :
Hindustan Motors Limited
Birla Building, 13th Floor
9/1, R. N. Mukherjee Road
Kolkata - 700 001

CIN-L34103WB1942PLC018967
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T +91 033 30573700 hmcosecy@hindmotor.com
T +91 033 30410900 www.hindmotor.com



April 6, 2021

- | | |
|---|---|
| <p>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)</p> | <p>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)</p> |
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Sub: Scrutinizer report and Declaration of Result of the Postal Ballot pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Dear Sir/Madam

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Voting Results of Postal Ballot process on the Special Resolution forming part of the Postal Ballot Notice dated 25th February, 2021 of the Company. The Resolution of the said Postal Ballot Notice has been passed with requisite majority on 4th April, 2021.

The Agenda wise Result under Regulation 44 along with Scrutinizer Report is attached.

Thanking you,

Yours faithfully
For Hindustan Motors Limited


Vishakha Gupta
Company Secretary

Encl : As above

ANJAN KUMAR ROY & CO

COMPANY SECRETARIES

A Peer Reviewed Firm

Pursuant to the Guidelines issued by the Institute of Company Secretaries of India

UDIN: F005684C000019291

Date: 5th April, 2021

To,
The Board of Directors
M/s. Hindustan Motors Limited
Birla Building, 13th Floor, Western Side
9/1 R N Mukherjee Road Kolkata -700001

Through,
Ms. Vishakha Gupta
Company Secretary

Sub: Scrutinizer's Report on the "Voting through Postal Ballot by Electronic Means", from 5th March, 2021 to 4th April, 2021, pursuant to the Notice of Postal Ballot issued by M/s. Hindustan Motors Limited (CIN:-L34103WB1942PLC018967) dated 25th February, 2021, for and in respect of 1 resolution as set out in this report.

Dear Sirs,

(A) I have been appointed vide a resolution passed by the Board of Directors of **M/s. Hindustan Motors Limited** (here in after referred as "**the Company**") at their meeting held on 25th February, 2021, as the Scrutinizer, pursuant to Section 108 and Section 110 of the Companies Act 2013, read with Rule 20 of Companies (Management and Administration) Amendment Rules, 2015 and Rule 22 of Companies (Management and Administration) Amendment Rules, 2016, as amended by Companies (Management and Administration) Second Amendment Rules, 2018 and pursuant to the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and read with the Secretarial Standards on General Meetings (SS-2) issued by the Institute Of Company Secretaries of India in terms of Section 118 of the Companies Act, 2013, in respect of the resolution as mentioned below in paragraph (C) of this report and as also contained in the Notice of Postal Ballot dated 25th February, 2021 issued by the company.

(B) Pursuant to the provisions of Section 108 and Section 110 of the Companies Act 2013, read with Rule 20 of Companies (Management and Administration) Amendment Rules, 2015 and Rule 22 of Companies (Management and Administration) Amendment Rules, 2016, as amended by

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(Management and Administration) Second Amendment Rules, 2018 and pursuant to the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, Secretarial Standards on General Meetings (SS-2) issued by the Institute Of Company Secretaries of India in terms of Section 118 of the Companies Act, 2013 and also read with the General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020 and 39/2020 dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020 and 31st December, 2020 respectively issued by the Ministry of Corporate Affairs, Government of India. Pursuant to the aforesaid provisions of law read with the aforesaid circulars, I have conducted the scrutiny of the aforesaid "Voting through Postal Ballot by Electronic Means", in respect of the resolution mentioned below in paragraph (C). I submit my report hereunder:

- i. As per the information and documents provided to me, by the officers of the Company including through E-mail, the Company has completed by 2nd March, 2021 the dispatch of the Notice of Postal Ballot dated 25th February, 2021 along with Explanatory Statement setting out material facts under Section 102 of the Companies Act, 2013, to the members of the Company, whose names appear in the Register of Members/List of Beneficial Owners as on the cut – off date i.e. 26th February, 2021. Further, I have been informed by the officers of the Company and have personally verified that the relevant Notice of Postal Ballot has been placed on the website of the Company.
- ii. The Notice of Postal Ballot dated 25th February, 2021, mentioned *inter alia* that the item of business would be transacted through voting through Postal Ballot by Electronic means, the necessary facilities for Electronic voting process was provided by the KFin Technologies Private Limited (here in after referred as "KFin").
- iii. I have been shown by the officers of the Company, the advertisement of Notice of Postal Ballot made on Wednesday, 3rd March, 2021 in newspapers being "Business Standard" (English daily, Kolkata and Mumbai editions) and "Ek Din" (Bengali daily, Kolkata edition) containing, inter alia, the following information:
 - a. Statement that the date of completion of dispatch of the Notice of Postal ballot was 2nd March, 2021.
 - b. Statement that the period of Electronic – voting shall start at 09.00 A.M. on 5th March, 2021 and shall end at 5.00 P.M. on 4th April, 2021.

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- c. Statement that the CUT-OFF date for determining eligibility to cast vote was 26th February, 2021 and such persons who were the members of the Company on the said CUT-OFF date were entitled to cast their vote by Electronic voting on the relevant resolution.
 - d. The statement that Electronic voting module shall be disabled by KFin after 5.00 P.M. on 4th April, 2021.
 - e. Contact details, in case of grievances/queries in respect of the Electronic voting.
- iv. The results of voting through Postal Ballot by Electronic means, containing the detail of votes cast by Electronic voting mode has been downloaded from the aforesaid portal of KFin, the agency which was appointed by the Company to provide and maintain and which provided and maintained the platform for Electronic voting. The entire e-voting process has been in virtual mode through remote e-voting. Pursuant to the notice of postal ballot of the Company dated 25th February, 2021.

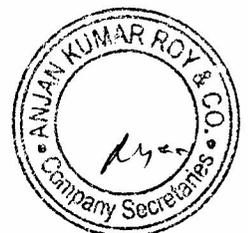
(C) That the details of the aforesaid "Voting through Postal Ballot by Electronic Means" is as hereunder:

Item No. 1 SPECIAL BUSINESS, SPECIAL RESOLUTION:

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT, pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and relevant rules made thereto including any statutory modification or re-enactment thereof for the time being in force, the provisions of the Memorandum and Articles of Association of the Company, and such other approvals, consents and permissions to the extent applicable and necessary, the consent of the shareholders of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board"), to sell, lease or otherwise dispose of the whole or substantially the whole of (1) Uttarpara Plant, situated at Hindmotor, Uttarpara in the District of Hooghly in the State of West Bengal and (2) Pithampur Plant, situated at Pithampur, Sector III, Sagore 454774 in District Dhar in the State of Madhya Pradesh, as a going concern or in any manner as the Board may deem fit for the best interest of the Company and all agreements, deed of Assignment/conveyance, instruments or documents executed or to be executed and all acts necessary in terms of this resolution done or required to be done by the Company or the Board, be and are hereby approved, confirmed and ratified.

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RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise and execute necessary documents, deeds, undertaking, agreements and to do all such other acts, deeds, matters and things as may be deemed necessary and/or expedient to give effect to the above resolution and resolve any questions, difficulties or doubts that may arise in this regard as they may in their absolute discretion deem fit in the interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution, to any Director(s) or any other officer(s)/authorized representative(s) of the Company to give effect to the aforesaid resolution."

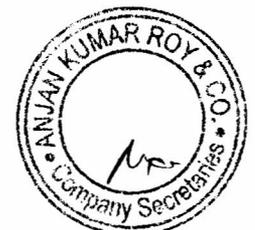
i. Voted in **favour** of the resolution:

Mode of Voting	No. of Voters (Ballots)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
E-voting	74	69926522	86.1290
Total	74	69926522	86.1290

ii. Voted **against** the resolution:

Mode of Voting	No. of Voters (Ballots)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
E- voting	34	11261612	13.8710
Total	34	11261612	13.8710

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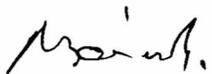
UDIN: F005684C000019291

iii. **Invalid Votes:**

Mode of Voting	No. of Voters (Ballots)	Number of votes cast (One Share, one vote basis)
E- voting	NIL	NIL
Total	NIL	NIL

FOR, ANJAN KUMAR ROY & CO.

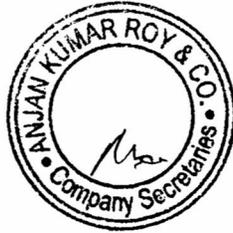
Company Secretaries


ANJAN KUMAR ROY

FCS 5684

CP 4557

UDIN: F005684C000019291



Scrutinizer for and in respect of the "Voting through Postal Ballot by Electronic Means" of M/s. Hindustan Motors Limited, pursuant to Notice of Postal Ballot dated 25th February, 2021.