

Hindustan Motors Limited

CIN: L34103WB1942PLC018967

Regd. Off: "Birla Building", 13th Floor, 9/1 R N Mukherjee Road, Kolkata-700 001,

Tel : 033 2242 0932; E-mail: hmcosecy@hindmotor.com

Website: www.hindmotor.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Shareholder(s),

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and General Circulars No. 14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, No.22/2020 dated 15th June, 2020, No.33/2020 dated 28th September, 2020 and No.39/2020 dated 31st December, 2020 (issued by the Ministry of Corporate Affairs, Government of India (MCA Circulars) and Regulation 44 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable law, if any, that the resolutions as set out hereunder are proposed to be passed by the members by way of postal ballot/E-voting. The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts and reasons thereof relating to the resolutions is annexed.

The Board of Directors of your Company proposes to obtain your consent by way of Postal Ballot/E-voting for the appended Resolution. In compliance with the MCA Circulars, the Company will send the Postal Ballot Notice by electronic mail to all its shareholders who have registered their email addresses with the Company or depository / depository participants. Physical copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot. Further, the communication of assent / dissent of the members will only take place through the remote e-voting system.

Member(s) are requested to read carefully the instructions given in the Notes forming part of the Notice.

SPECIAL BUSINESSES:

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.

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."

**By Order of the Board
For Hindustan Motors Limited**
Sd/-

**Vishakha Gupta
Company Secretary
M. No. 54948**

**Place: Kolkata
Date: 25th February, 2021**

Notes:

1. The explanatory statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposals is annexed herewith.
2. The Board of Directors has appointed Mr. Anjan Kumar Roy, FCS, Company Secretary in practice as a Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.
3. The Notice is being sent to/published/displayed for all the Members, whose names appear in the Register of Members as on the cut-off date fixed on **26th February, 2021.**
4. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company is pleased to offer remote e-voting facility to all its members. The Company has appointed KFin Technologies Private Limited for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the "Remote e-voting").

5. Voting rights shall be reckoned on the paid-up value of the shares registered in the names of the Members as on **26th February, 2021 (cut-off date)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes. A person who is not a Member as on the cut-off date should accordingly treat this notice for information purposes only.
6. On account of threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send Postal Ballot Notice in electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:
 - a. In light of the MCA Circulars, shareholders who have not registered their email address and in consequence could not receive the e-voting notice may temporarily get their email registered by contacting or writing a mail to Mr. D. Suresh Babu, KFin Technologies Private Limited, Registrar & Share Transfer Agent, at the **Email id - Einward.ris@kfintech.com/Contact No.040-67162222** or Mrs. Vishakha Gupta, Company Secretary at the email id - hmcosecy@hindmotor.com. Post successful registration of the email, the shareholder would get soft copy of the Notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to **Einward.ris@kfintech.com** or **hmcosecy@hindmotor.com**.
 - b. It is clarified that for permanent registration of email address, the shareholders are however requested to register their email address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, by following due procedure.
 - c. Those shareholders who have already registered their email address are requested to keep their email addresses validated with their Depository Participants/the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited to enable servicing of notices/documents/Annual Reports electronically to their email address.
7. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of e-voting, i.e., **4th April, 2021** in terms of the Secretarial Standards on General Meeting (SS2) issued by the Institute of Company Secretaries of India.

8. The Scrutinizer will submit his report after completion of the scrutiny and the results of the postal ballot will be posted on the Company's website www.hindmotor.com, besides communicating to the stock exchanges on which the shares of the Company are listed on **7th April, 2021**.
9. Members may also note that the Notice of Postal Ballot will be available on the Company's website, www.hindmotor.com

Remote Voting through electronic means

In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and Regulation 44 of the Listing Regulations, the Company is providing facility of remote e-voting facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on 26th February, 2021, being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by KFin Technologies Private Limited. Person who is not a member as on the cut-off date should treat this Notice for information purposes only.

The details of the process and manner for remote e-voting are given below:

- i. Initial password is provided in the body of the email.
- ii. Open your web browser during the voting period and navigate to '<https://evoting.kfintech.com/>
- iii. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin Technologies Private Limited for e-voting, you can use your existing User ID and password for casting your votes.
- iv. After entering the details appropriately, click on LOGIN.
- v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT i.e. Hindustan Motors Limited.
- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall choose the voting

- process separately for each folio/demat account.
- x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
 - xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at akroyco@yahoo.co.in / anjanroy_2003@yahoo.co.in and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'HML_EVENT No.'
 - xii. Members can cast their vote online from Friday, the 5th March, 2021 at 9.00 AM till Sunday, the 4th April, 2021 at 5.00 PM.
 - xiii. Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.
 - xiv. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin Technologies Private Limited on 1800 345 4001 (toll free).

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The undertakings of the Company namely, (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.

The Company was compelled to declare "suspension of work" at its Uttarpara Plant w.e.f. 24th May, 2014 due to low productivity, growing indiscipline, shortage of funds and lack of demand for products and also declared "layoff" at its Pithampur Plant w.e.f. 4th December, 2014 due to lack of orders. The Company had been incurring expenses for safeguarding its assets, for payment to working employees, for doing statutory compliances and operating expenses. Further, as a result of continuous losses, the Company had huge outstanding liabilities which were increasing with time. In order to revive operation, the Company engaged in scouting for tie-up with potential investors/strategic partners who could introduce newer product portfolio in the market and infuse capital into the Company. This was taking time due to large work force, poor demand and slow pace of the revival of the economy. Therefore, in order to pay liabilities and expenses, it is proposed to sell whole or substantially the whole of (1) Uttarpara Plant and (2) Pithampur Plant of the Company (Undertaking) as a going concern or in any manner as the Board may deem fit for the best interest of the Company.

In terms of Section 180(1)(a) of the Companies Act, 2013 and Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administrative) Rules, 2014, the sale, lease or disposal of undertakings requires approval of members by Special Resolution by way of postal ballot/E-voting.

Accordingly, approval of members to the special resolution set out above is being sought through postal ballot/E-voting.

The Directors recommend the Special Resolution as set out at the accompanying Notice, for members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

**By Order of the Board
For Hindustan Motors Limited**

**Sd/-
Vishakha Gupta
Company Secretary
M. No. 54948**

**Place: Kolkata
Date: 25th February, 2021**