

# ANJAN KUMAR ROY & CO.

## COMPANY SECRETARIES

To,

Date: 23/09/2014

The Chairman

Hindustan Motors Limited  
Birla Building, 14<sup>th</sup> Floor  
9/1, R N Mukherjee Road,  
Kolkata – 700 001  
West Bengal

**Sub: Scrutinizer's Report on the Electronic Voting for and in respect of the 72<sup>nd</sup> Annual General Meeting of M/s. Hindustan Motors Limited to be held on 25<sup>th</sup> of September, 2014.**

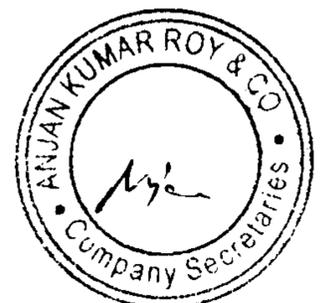
Dear Sir,

**(A)** I have been appointed as the Scrutinizer by **M/s. Hindustan Motors Limited (the company, here in after)**, vide a resolution passed by the Board of Directors of the Company on the 5<sup>th</sup> Day of August, 2014 to carry out the scrutiny of the electronic voting, for and in respect of the 11 resolutions as mentioned herein below, as intimated to me vide the letter dated 10<sup>th</sup> Day of September, 2014 of the Company Secretary of the company:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statements of Account of the Company together with the Directors' Report as also the Auditors' Report thereon for the six month period ended 31st March, 2014.
2. To appoint a Director in place of Shri A. Sankaranarayanan (DIN-00385632) who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**, relating to the appointment of the Auditors of the Company:  
"RESOLVED THAT pursuant to provisions of Section 139 of the Companies Act, 2013 and Rules made thereunder, Messrs. Ray & Ray, Chartered Accountants (Registration No. 301072E) , be and are hereby appointed as Auditors of the Company to hold office from the conclusion of 72nd Annual General Meeting (AGM) to the conclusion of 77th AGM (subject to ratification of appointment by the shareholders at every AGM held after this AGM) and that Board of Directors of the Company be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with auditors and that such remuneration may be paid on progressive billing basis to be agreed upon between the auditors and the Board of Directors."

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### SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** :

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder,(including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Raj Kamal Johri (DIN-06804524) who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and Article 86 of the Articles of Association of the Company with effect from 6th February, 2014 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a shareholder under Section 160 of the Companies Act, 2013 signifying his intention to propose Shri Raj Kamal Johri as a candidate for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office from the conclusion of Seventy-second Annual General Meeting till the conclusion of Seventy-seventh Annual General Meeting of the Company."

5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** :

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder,(including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Sanjay Basu (DIN-01225331) who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and Article 86 of the Articles of Association of the Company with effect from 6th February, 2014 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a shareholder under Section 160 of the Companies Act, 2013 signifying his intention to propose Shri Sanjay Basu as a candidate for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office from the conclusion of Seventy-second Annual General Meeting till the conclusion of Seventy-seventh Annual General Meeting of the Company."

6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** :

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder,(including any statutory modification (s) or re-enactment(s) thereof for the time being in force), Shri Uttam Bose (DIN-02340000) who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and Article 86 of the Articles of Association of the Company with effect from 10th May, 2014 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a shareholder under Section 160 of the

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Companies Act, 2013 signifying his intention to propose Shri Uttam Bose as a candidate for the office of Director, be and is hereby appointed as a Director of the Company whose office shall be liable to retire by rotation."

7. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution** :

"RESOLVED THAT in supersession of the earlier resolution passed by the Company with respect to borrowing powers of the Board of Directors of the Company at the Annual General Meeting held on 20th August, 1997, consent of the Company be and is hereby accorded pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) to the Board of Directors of the Company (Board) to borrow money(s) for the purpose of Company's business in any manner from time to time and upon such terms and conditions as they may think fit, notwithstanding that the money(s) to be borrowed together with the money(s) already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid up share capital of the Company and its free reserves, provided that the total amount so borrowed by the Board and remaining outstanding at any time shall not exceed in aggregate Rs.250 crores (Rupees Two hundred fifty crores).

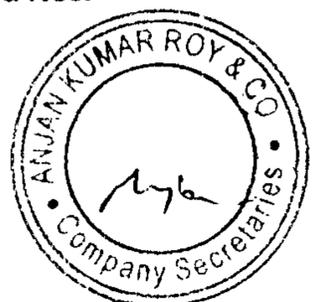
RESOLVED FURTHER THAT the Board including any Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable and to settle any question that may arise thereto in order to give effect to the aforesaid resolution."

8. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution** :

"RESOLVED THAT in supersession of the earlier resolutions passed by the Company with respect to creation of mortgages and/or charges at the Annual General Meeting held on 8th September, 1999, consent of the Company be and is hereby accorded pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof) and subject to the approval of financial institutions/Banks and further subject to such other consents, sanctions, approvals or permissions, as may be necessary, to the creation by the Board of Directors of the Company (Board) of such mortgages and/or charges in addition to the existing mortgages and charges created by the Company as the Board may direct, on such of the assets of the Company, both present and future, in such a manner as the Board may direct, together with power to take over the management of the Company in certain events, to or in favour of all or any of the financial institutions/banks/any other investing agencies/Trustees for the holders of debentures /bond/other instruments which may be issued to and subscribed by all or any of the financial institutions/banks/any other investing agencies or any other person(s)/bodies corporate by private placement or otherwise, to secure rupee/foreign currency loans, debentures, bonds or other instruments of an equivalent aggregate value not exceeding Rs. 200 crores (Rupees Two hundred crores) together with interest thereon at the

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respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company to the aforesaid parties or any of them under the Agreements/Arrangements entered into/to be entered into by the Company in respect of the said loans, debentures, bonds or other instruments.

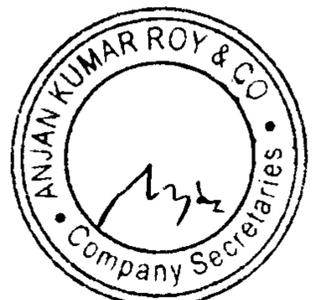
RESOLVED FURTHER THAT the Board including any Committee thereof, be and is hereby authorized to finalise with the aforesaid parties or any of them, the documents for creating the mortgages and/or charges and accepting or making any alterations, changes, variations to or in the terms and conditions, to do all such acts, deeds, matters and things and to execute all such documents and writings as it may consider necessary, for the purpose of giving effect to this Resolution."

9. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution** :

"RESOLVED THAT, pursuant to the provisions of Article 108 of the Articles of Association of the Company, Sections 196, 197, 198 and 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such consents, approvals and permissions as may be needed, Shri Moloy Chowdhury be and is hereby appointed as Manager of the Company for a period of two years with effect from 10th May, 2014, at a remuneration and on other terms of employment set out below :

1. Salary (basic) per month : Rs. 145000/- (Rupees one lac forty-five thousand)
2. Perquisites (including allowances) :-
  - a. Special Allowance: Monthly Special Allowance of 100% of the Salary (basic).
  - b. Leave Travel Allowance: The yearly payment in the form of allowance shall be equivalent to one month's salary (basic).
  - c. House Rent Allowance: Monthly House Rent Allowance of 60% of the Salary (basic).
  - d. Medical reimbursement: Expenditure incurred by the Manager and his family, subject to a ceiling of Rs.40,000/- (Forty thousand) per annum.
  - e. Club Fees: Actual fees for one club, subject to a maximum of Rs. 50,000/-(Fifty thousand) per annum. This will not include Admission fees and life membership fees.

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- f. Hospitalisation Insurance Scheme: As per the scheme of the Company, Hospitalisation Insurance coverage shall be provided for the Manager and dependent family members.
- g. Contribution to Provident Fund and Gratuity will be as per the Rules / Scheme of the Company.
- h. Leave as per the Rules of the Company. Encashment of unavailed leaves at the end of the tenure or at specified intervals will be as per Scheme of the Company.
- i. Provision of one car with driver for use in relation to Company's business will not be considered as perquisites.

3. Performance Variable Pay :

In addition to the above, the Manager shall be entitled for a Performance Variable Pay of a maximum of Rs. 10,00,000/-(Rupees Ten lacs) per annum. The exact quantum payable will be based on extent of achievement against the deliverables as decided by the Board of Directors or Nomination and Remuneration Committee of Directors of the Company from time to time. The payment of Performance Variable Pay during a financial year will be proportionate to the months worked.

4. Minimum Remuneration :

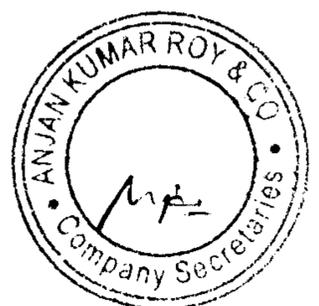
The remuneration specified at Sl. Nos.1 to 3 above subject to approval of Central Government, if required shall be paid to Shri Moloy Chowdhury as and by way of Minimum Remuneration notwithstanding any loss or inadequacy of profit in any financial year during the tenure of his employment as Manager.

RESOLVED FURTHER THAT the tenure of the employment of Shri Moloy Chowdhury as Manager of the Company is terminable by either side with a notice period of three months or Company paying three months salary (basic) in lieu of such notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

10. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution** :

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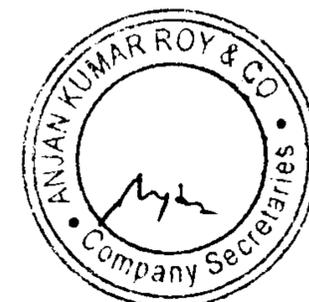
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"RESOLVED THAT pursuant to Sections 42, 62 and other relevant provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and subject to the Listing Agreements entered into by the Company with the National Stock Exchange of India Limited, the BSE Limited and the Calcutta Stock Exchange Limited (collectively the "Stock Exchanges") where the Equity Shares of the Company are listed and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable rules, regulations, clarifications and/or guidelines, if any, of SEBI and such other authorities as may be applicable and subject to requisite approvals or consents, if any, of the banks and financial institutions and any regulatory authority, where necessary and further subject to such terms, conditions, stipulations and modifications as may be prescribed, imposed or suggested by any of the authorities including the Stock Exchanges which the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) be and is hereby authorized to accept subject to such conditions and modifications as may be considered appropriate by the Board, consent of the Company be and is hereby accorded to the Board to offer, issue and allot on preferential basis, at its sole and absolute discretion, up to 2,38,87,300 Equity Shares of Rs. 5 (Rupees Five only) each fully paid up at Rs. 9.44 (Rupees Nine and Paise Forty-four only) each (including a premium of Rs. 4.44 [Rupees Four and Paise Forty-four only]) computed in accordance with Regulation 76 of the SEBI ICDR Regulations to the following entities on private placement basis under Corporate Debt Restructuring Package as approved by Corporate Debt Restructuring Empowered Group (CDR EG) at its meeting held on 28th June, 2014 against the recompense of interest amount as on 31st March, 2014 for an aggregate consideration of not exceeding Rs. 22,54,96,112/- (Rupees Twenty-two crores Fifty-four lacs Ninety-six thousand One hundred Twelve) :

Name of Allottee(s)	No. of Equity Shares
ICICI Bank Limited	1,07,43,600
IDBI Bank Limited	44,48,500
IFCI Limited	34,04,100
Life Insurance Corporation of India	14,27,000
UCO Bank	7,31,000
Bank of India	14,95,100
United Bank of India	9,36,500
State Bank of India	3,27,700
Bank of Baroda	3,73,800
<b>Total</b>	<b>2,38,87,300</b>

RESOLVED FURTHER THAT the allotment of Equity Shares pursuant to this resolution shall be made by the Board within 15 days from the date of receipt of approval of the shareholders or in principle approval of

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the stock exchanges, whichever is later or as specified under Regulation 74 of the SEBI ICDR Regulations, and where it is so required by any authority including the Stock Exchanges, the Board shall have full powers to re-compute the price of the Equity Shares to be issued and allotted against recompense of interest amount.

RESOLVED FURTHER THAT the 'Relevant Date' in relation to the issue of Equity Shares in accordance with Chapter VII of the SEBI ICDR Regulations, would be 27th June, 2014, being preceding day of meeting (28th June, 2014 being weekend) of Corporate Debt Restructuring Empowered Group at which the issue of equity shares was approved.

RESOLVED FURTHER THAT the Equity Shares so issued and allotted shall rank *pari passu* in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Equity Shares so issued and allotted as above shall be subject to the lock-in for a period of one year from the date of trading approval in accordance with SEBI ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do and carry out all such acts, deeds, matters and things as it may in its sole discretion deem necessary for such purpose, including without limitation, appointment of consultants, solicitors, merchant bankers or any other agencies as may be required, and entering into arrangements for listing, trading, depository services and such other arrangements and agreements as may be necessary, and also to seek listing of the Equity Shares issued with the Stock Exchanges with full powers to settle any question, difficulty or doubt that may arise at any time in relation to the issue or allotment of said Equity Shares and utilization of issue proceeds.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors, Director or Directors or the Manager or any other Officer or Officers of the Company to give effect to the aforesaid resolution."

11. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution** :

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and all other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company, consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company to offer or invite subscription up to Rs. 2,053 lacs (Two Thousand Fifty-three lacs ) 10.25 % Secured Non-Convertible Debentures, of Rs. 1 (Rupee One only) each aggregating to Rs. 2,053 lacs (Rupees Two Thousand Fifty-three lacs only ) on private placement to the following lenders under Corporate Debt Restructuring Package as approved by Corporate Debt Restructuring Empowered Group (CDR EG) at its meeting held on 28th June, 2014 against the recompense of interest amount as on 31st March, 2014 on such terms and conditions as approved by CDR EG or as may be approved by lenders or by CDR EG from time to time.

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Name of Allottee(s)	No. of Debentures
ICICI Bank Limited	10,14,19,707
IDBI Bank Limited	2,17,94,588
IFCI Limited	3,21,34,833
Life Insurance Corporation of India	1,34,71,413
UCO Bank	69,00,978
Bank of India	1,41,14,546
United Bank of India	88,40,635
State Bank of India	30,94,338
Bank of Baroda	35,28,962
<b>Total</b>	<b>20,53,00,000</b>

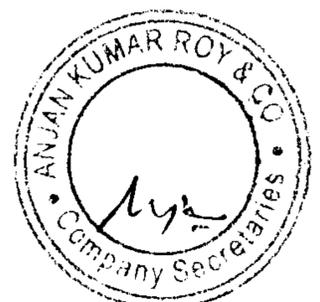
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors, Director or Directors or the Manager or any other Officer or Officers of the Company to give effect to the aforesaid resolution."

**(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 Clause 35B of the Stock Exchanges Standard Listing Agreement, I have conducted the scrutiny of the aforesaid electronic voting process in respect of the aforesaid resolutions no. 1 to 11 and in respect of the Annual General Meeting (said "AGM" herein after) of the Company to be held on 25<sup>th</sup> of September, 2014. I submit my report hereunder:

- i. As per the information and documents provided to me, by the officers of the Company, the Company has completed the dispatch of the relevant notices on 30<sup>th</sup> Day of August, 2014, to the members of the Company by courier service. 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.
- ii. The relevant notice of the said AGM, as above, mentioned, *inter alia*, that the business might be transacted through electronic voting system, which the company was providing.
- iii. The said relevant notice of the said AGM, as advertised, indicated the time period and the process for the said electronic voting.
- iv. I have been shown by the officers of the company, the relevant advertisement of the said notice, in "The Financial Express" and in "Dainik Statesman" published on Wednesday, the 10<sup>th</sup> Day of September, 2014 containing the following information:

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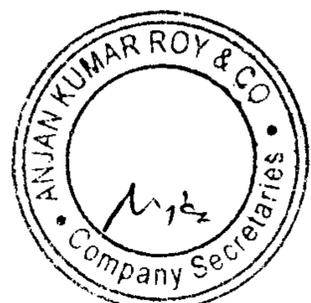
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- a. Statement that the business may be transacted by electronic voting.
  - b. The date of completion of sending of notices.
  - c. The date and time of commencement of voting through electronic means.
  - d. The date and time of end of voting through electronic means.
  - e. The statement that voting shall not be allowed beyond the said date and time mentioned in (d.) above.
  - f. Website address of the Company and of M/s. Karvy Computershare Private Limited, where notice of the aforesaid Annual General Meeting was displayed.
  - g. Contact details of the persons responsible to address the grievances connected with the electronic voting.
- v. That to the best of my understanding the electronic voting for the aforesaid resolutions were open for 3 days i.e., from 9:30 A.M. on 17<sup>th</sup> of September, 2014 to 5:30 P.M. on 19<sup>th</sup> of September, 2014.
- vi. That to the best of my understanding the portal i.e., [www.evoting.karvy.com](http://www.evoting.karvy.com), where electronic voting process was provided, was blocked at 5.30 P.M. on 19<sup>th</sup> of September, 2014.
- vii. That the said portal i.e., [www.evoting.karvy.com](http://www.evoting.karvy.com) was unblocked by me on 22<sup>nd</sup> of September, 2014 in the presence of the following persons as witnesses:
- a. Mr. Ranjan Kumar Gupta 
  - b. Mr. Shouvik Dawn 
- who are not in the employment of the Company and who have put their signatures alongside their names as above.
- viii. The results of the said electronic voting has been provided to me, containing the detail of votes cast by electronic mode, by **M/s. Karvy Computershare Private Limited**, the agency which was appointed by the company to provide and maintain and which provided and maintained the electronic voting platform for the aforesaid electronic voting, in respect of the aforesaid 11 resolutions.
- ix. The relevant details of the aforesaid electronic voting process in respect of the aforesaid resolutions have been entered into a register, electronically as per the provisions of Rule 20(3)(xii) of the (Companies Management and Administration) Rules, 2014 read with section 108 of the Companies Act, 2013 and are available as on this day at the website <http://evoting.karvy.com>.

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(C) Based on the details of votes, cast through the aforesaid electronic voting system, in respect of the aforesaid 11 resolutions, as received from M/s. Karvy Computershare Private Limited, by download, the result of the aforesaid electronic voting is as hereunder:

Resolution No.	Mode	No. of Ballots Received	Total No. of Votes/Shares	Votes in Favour of the resolution			Votes Against the Resolution			No. of Invalid Votes		
				No. of Ballots	No. of Votes/Shares	%	No. of Ballots	No. of Votes/Shares	%	No. of Ballots	No. of Votes/Shares	%
1	Electronic	58	75562542	55	75562382	99.9998	3	160	0.0002	0	0	0
	Physical	0	0	0	0	0	0	0	0	0	0	0
	Total	58	75562542	55	75562382	99.9998	3	160	0.0002	0	0	0
2	Electronic	58	75562542	50	75560982	99.9979	4	260	0.0003	4	1300	0.0017
	Physical	0	0	0	0	0	0	0	0	0	0	0
	Total	58	75562542	50	75560982	99.9979	4	260	0.0003	4	1300	0.0017
3	Electronic	58	75562542	55	75562382	99.9998	3	160	0.0002	0	0	0
	Physical	0	0	0	0	0	0	0	0	0	0	0
	Total	58	75562542	55	75562382	99.9998	3	160	0.0002	0	0	0
4	Electronic	58	75562542	54	75562282	99.9997	4	260	0.0003	0	0	0
	Physical	0	0	0	0	0	0	0	0	0	0	0
	Total	58	75562542	54	75562282	99.9997	4	260	0.0003	0	0	0
5	Electronic	58	75562542	54	75562282	99.9997	4	260	0.0003	0	0	0
	Physical	0	0	0	0	0	0	0	0	0	0	0
	Total	58	75562542	54	75562282	99.9997	4	260	0.0003	0	0	0
6	Electronic	58	75562542	54	75562282	99.9997	4	260	0.0003	0	0	0
	Physical	0	0	0	0	0	0	0	0	0	0	0
	Total	58	75562542	54	75562282	99.9997	4	260	0.0003	0	0	0
7	Electronic	58	75562542	53	75562182	99.9995	5	360	0.0005	0	0	0
	Physical	0	0	0	0	0	0	0	0	0	0	0
	Total	58	75562542	53	75562182	99.9995	5	360	0.0005	0	0	0

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 anjanroy\_2003@yahoo.co.in/anjanumarroyco@hotmail.com. Land Ph. No. 033 6542 0209. Hand Held Nos.

9830201949/9831891949.



# ANJAN KUMAR ROY & CO.

## COMPANY SECRETARIES

	Electronic	58	75562542	53	75562182	99.9995	5	360	0.0005	0	0	0
8	Physical	0	0	0	0	0	0	0	0	0	0	0
	Total	58	75562542	53	75562182	99.9995	5	360	0.0005	0	0	0
	Electronic	58	75562542	54	75562282	99.9997	4	260	0.0003	0	0	0
9	Physical	0	0	0	0	0	0	0	0	0	0	0
	Total	58	75562542	54	75562282	99.9997	4	260	0.0003	0	0	0
	Electronic	58	75562542	55	75562382	99.9998	3	160	0.0002	0	0	0
10	Physical	0	0	0	0	0	0	0	0	0	0	0
	Total	58	75562542	55	75562382	99.9998	3	160	0.0002	0	0	0
	Electronic	58	75562542	53	75562182	99.9995	5	360	0.0005	0	0	0
11	Physical	0	0	0	0	0	0	0	0	0	0	0
	Total	58	75562542	53	75562182	99.9995	5	360	0.0005	0	0	0

FOR, **ANJAN KUMAR ROY & CO.**  
**Company Secretaries**

  
**ANJAN KUMAR ROY**

**FCS**

Scrutinizer for and in respect of the E Voting process  
of M/s. Hindustan Motors Limited related to their  
72<sup>nd</sup> AGM to be held on 25/09/2014

