

ANJAN KUMAR ROY & CO

COMPANY SECRETARIES

A Peer Reviewed Firm

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

UDIN: F005684G001329875

SCRUTINIZER'S REPORT

Date: 25th September, 2025

To,
Mr. Uttam Bose
Chairman of the Meeting
Hindustan Motors Limited
Birla Building, 13th Floor,
9/1, R N Mukherjee Road
Kolkata – 700001

Sub: Scrutinizer's Report on the "Remote Electronic Voting" and "Electronic Voting during the Annual General Meeting", in respect of the resolutions contained in the Notice of the 83rd Annual General Meeting of HINDUSTAN MOTORS LIMITED (CIN: L34103WB1942PLC018967), held on Wednesday, September 24, 2025 at 02:00 P.M. (IST) through Video Conferencing ('VC') /Other Audio Visual Means ('OAVM') facility, in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI).

Dear Sir,

(A) I, Anjan Kumar Roy (FCS No.: 5684 and C.P. No.: 4557), proprietor of M/s. ANJAN KUMAR ROY & CO., Company Secretaries, have been appointed as the Scrutinizer by the Board of Directors of HINDUSTAN MOTORS LIMITED (hereinafter to be referred as "the Company") vide the resolution passed at their meeting held on 6th August, 2025, pursuant to the provisions of Section 108 of the Companies Act 2013 ("the Act"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and pursuant to Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (hereinafter to be referred as "SEBI LODR"), to carry out scrutiny of votes, in a fair and transparent manner, cast by the members of the Company through "Remote Electronic Voting" (hereinafter to be referred as "Remote E – Voting") and "Electronic Voting during the Annual General Meeting" (hereinafter to be referred as "E – Voting during the AGM"), in respect of the resolutions set forth in the notice of the 83rd Annual General Meeting of the Company, held on 24th September, 2025 (hereinafter to be referred as "AGM").

(B) The aforesaid AGM has been held through Video Conference/Other Audio-Visual Means, without the physical presence of members, pursuant to the provisions of Section 108 of the Act read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of SEBI LODR and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India. I have conducted scrutiny of the aforesaid "Remote E – Voting" and "E- Voting during the AGM", in respect of the resolutions no. 1 to 6, as mentioned below in paragraph (C) of this report. Accordingly, I submit my report hereunder:

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- i. As per the information and documents provided to me by the officers of the Company, the Company has completed by 29th August, 2025 the dispatch of the Notice dated 12th August, 2025, of the 83rd AGM along with the Annual Report 2025, to the members of the Company, whose e-mail address are registered with the Company/Depositories and a letter containing weblink from where the annual report can be accessed on the company's website were dispatched to the Shareholders whose E- mail ID's are not registered and such dispatches were completed by 29th August, 2025. Further, the Company had uploaded the Notice of the AGM on the Company's website, and on the websites of the Stock Exchange, i.e. National Stock Exchange of India Limited and BSE Limited.
- ii. The Company has engaged KFin Technologies Limited (hereinafter to be referred as "KFin") for providing facility for voting through remote e-voting and e-voting during the AGM.
- iii. Post-dispatch of the Notice and the Annual Report, the requisite advertisement has been made by the Company on 30th August, 2025 in newspapers being "Business Standard" (in English) and "Ekdin" (in Bengali).
- iv. That to the best of my understanding the Remote E - Voting in respect of the aforesaid AGM of the Company was open from **9:00 A.M. (IST) on Sunday, 21st September, 2025 and ended at 5:00 P.M. (IST) on Tuesday, 23rd September, 2025** at the portal i.e., <https://evoting.kfintech.com> and was blocked after **5.00 P.M. on 23rd September, 2025**.
- v. The AGM was concluded at **02:48 P.M. on 24th September, 2025**. A facility to cast vote by E-voting was provided to those members, who attended the said AGM and had not cast their vote on the resolutions through Remote E-Voting and such facility was available upto **15 minutes** after the conclusion of the aforesaid AGM.
- vi. That the data of Remote E-Voting and E- Voting during the AGM at portal <https://evoting.kfintech.com> was unblocked by me at **03:24 P.M. on 24th September, 2025**, that is after the E- Voting at the aforesaid AGM was completed.
The said E- Voting data was unblocked by me in the presence of the following persons;
 - a. Shreya Esther Biswas 
 - b. Priyanshu who are not in the employment of the Company.
- vii. The data of E- Voting, containing the detail of votes cast by Remote E - Voting mode and E Voting during the AGM 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 Remote E - Voting and E – Voting during the AGM.
- viii. I have received the relevant Board resolution passed by the Board of Directors of "corporate shareholders" of the Company authorizing person(s) to act and vote pursuant to section 113 of the Act, on the resolutions as set out in the notice dated **12th August, 2025** of 83rd AGM.

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(C) That the details of voting, through Remote E – Voting and E- Voting at the AGM, in respect of the said 6 resolutions as set out in the Notice, are as under:

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 and also the Auditors' Report thereupon for the financial year ended 31st March, 2025.

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

| Mode of Voting | No. of Voters (folios) | Number of votes cast (One Share, one vote basis) | % of total number of valid votes cast |
|---------------------------|------------------------|--|---------------------------------------|
| Remote E- voting | 263 | 70093021 | 99.9974 |
| E - voting during the AGM | 1 | 1 | 00.0000 |
| Total | 264 | 70093022 | 99.9974 |

ii. Voted **against** the resolution:

| Mode of Voting | No. of Voters (folios) | Number of votes cast (One Share, one vote basis) | % of total number of valid votes cast |
|---------------------------|------------------------|--|---------------------------------------|
| Remote E- voting | 25 | 1793 | 0.0026 |
| E - voting during the AGM | - | - | - |
| Total | 25 | 1793 | 0.0026 |

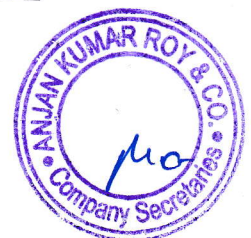
iii. **Invalid Votes:**

| Mode of Voting | No. of Voters (folios) | Number of votes cast (One Share, one vote basis) |
|---------------------------|------------------------|--|
| Remote E- voting | - | - |
| E - voting during the AGM | - | - |
| Total | - | - |

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Item No. 2- ORDINARY BUSINESS, ORDINARY RESOLUTION:

To appoint a Director in place of Shri Sourav Daspatnaik (DIN-02147356) who retires by rotation and being eligible offers himself for re-appointment.

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

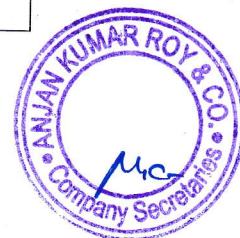
| Mode of Voting | No. of Voters (folios) | Number of votes cast (One Share, one vote basis) | % of total number of valid votes cast |
|---------------------------|------------------------|--|---------------------------------------|
| Remote E- voting | 255 | 70088451 | 99.9910 |
| E - voting during the AGM | 1 | 1 | 00.0000 |
| Total | 256 | 70088452 | 99.9910 |

ii. Voted **against** the resolution:

| Mode of Voting | No. of Voters (folios) | Number of votes cast (One Share, one vote basis) | % of total number of valid votes cast |
|---------------------------|------------------------|--|---------------------------------------|
| Remote E- voting | 31 | 6344 | 0.0090 |
| E - voting during the AGM | - | - | - |
| Total | 31 | 6344 | 0.0090 |

iii. **Invalid** Votes:

| Mode of Voting | No. of Voters (folios) | Number of votes cast (One Shares, one vote basis) |
|---------------------------|------------------------|---|
| Remote E- voting | - | - |
| E - voting during the AGM | - | - |
| Total | - | - |



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SPECIAL BUSINESS:

Item No. 3- SPECIAL BUSINESS, ORDINARY RESOLUTION:

Appointment of the Secretarial Auditor of the Company.

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

| Mode of Voting | No. of Voters (folios) | Number of votes cast (One Share, one vote basis) | % of total number of valid votes cast |
|---------------------------|------------------------|--|---------------------------------------|
| Remote E- voting | 256 | 70088180 | 99.9909 |
| E - voting during the AGM | 1 | 1 | 00.0000 |
| Total | 257 | 70088181 | 99.9909 |

ii. Voted **against** the resolution:

| Mode of Voting | No. of Voters (folios) | Number of votes cast (One Share, one vote basis) | % of total number of valid votes cast |
|---------------------------|------------------------|--|---------------------------------------|
| Remote E- voting | 30 | 6398 | 0.0091 |
| E - voting during the AGM | - | - | - |
| Total | 30 | 6398 | 0.0091 |

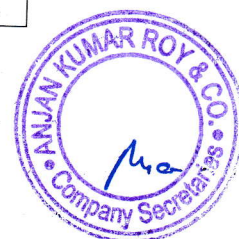
iii. **Invalid** Votes:

| Mode of Voting | No. of Voters (folios) | Number of votes cast (One Share, one vote basis) |
|---------------------------|------------------------|--|
| Remote E- voting | - | - |
| E - voting during the AGM | - | - |
| Total | - | - |

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Item No. 4- SPECIAL BUSINESS, SPECIAL RESOLUTION:

Re-appointment of Mr. Om Prakash Gupta (DIN No.08772383) 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 Share, one vote basis) | % of total number of valid votes cast |
|---------------------------|------------------------|--|---------------------------------------|
| Remote E- voting | 258 | 70089520 | 99.9924 |
| E - voting during the AGM | 1 | 1 | 00.0000 |
| Total | 259 | 70089521 | 99.9924 |

ii. Voted **against** the resolution:

| Mode of Voting | No. of Voters (folios) | Number of votes cast (One Share, one vote basis) | % of total number of valid votes cast |
|---------------------------|------------------------|--|---------------------------------------|
| Remote E- voting | 30 | 5294 | 0.0076 |
| E - voting during the AGM | - | - | - |
| Total | 30 | 5294 | 0.0076 |

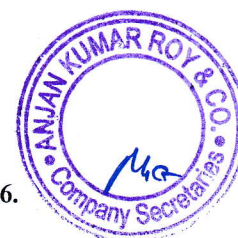
iii. **Invalid** Votes:

| Mode of Voting | No. of Voters (folios) | Number of votes cast (One Shares, one vote basis) |
|---------------------------|------------------------|---|
| Remote E- voting | - | - |
| E - voting during the AGM | - | - |
| Total | - | - |

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Item No. 5- SPECIAL BUSINESS, SPECIAL RESOLUTION:

Appointment of Shri Sourav Daspatnaik (DIN-02147356) as a Non-Executive Independent Director of the Company

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

| Mode of Voting | No. of Voters (folios) | Number of votes cast (One Share, one vote basis) | % of total number of valid votes cast |
|---------------------------|------------------------|--|---------------------------------------|
| Remote E- voting | 256 | 70087003 | 99.9889 |
| E - voting during the AGM | 1 | 1 | 00.0000 |
| Total | 257 | 70087004 | 99.9889 |

ii. Voted **against** the resolution:

| Mode of Voting | No. of Voters (folios) | Number of votes cast (One Share, one vote basis) | % of total number of valid votes cast |
|---------------------------|------------------------|--|---------------------------------------|
| Remote E- voting | 31 | 7794 | 0.0111 |
| E - voting during the AGM | - | - | - |
| Total | 31 | 7794 | 0.0111 |

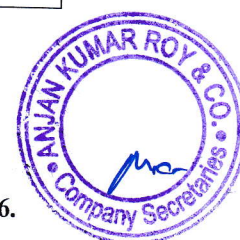
iii. **Invalid** Votes:

| Mode of Voting | No. of Voters (folios) | Number of votes cast (One Shares, one vote basis) |
|---------------------------|------------------------|---|
| Remote E- voting | - | - |
| E - voting during the AGM | - | - |
| Total | - | - |

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Item No. 6- SPECIAL BUSINESS, ORDINARY RESOLUTION:

Appointment of Smt. Mou Mukherjee (DIN-03333993) as a Non-Executive and Non-Independent Director of the Company.

i. Voted in favour of the resolution:

| Mode of Voting | No. of Voters (folios) | Number of votes cast (One Share, one vote basis) | % of total number of valid votes cast |
|---------------------------|------------------------|--|---------------------------------------|
| Remote E- voting | 255 | 70089053 | 99.9920 |
| E - voting during the AGM | 1 | 1 | 00.0000 |
| Total | 256 | 70089054 | 99.9920 |

ii. Voted against the resolution:

| Mode of Voting | No. of Voters (folios) | Number of votes cast (One Share, one vote basis) | % of total number of valid votes cast |
|---------------------------|------------------------|--|---------------------------------------|
| Remote E- voting | 32 | 5546 | 0.0080 |
| E - voting during the AGM | - | - | - |
| Total | 32 | 5546 | 0.0080 |

iii. Invalid Votes:

| Mode of Voting | No. of Voters (folios) | Number of votes cast (One Shares, one vote basis) |
|---------------------------|------------------------|---|
| Remote E- voting | - | - |
| E - voting during the AGM | - | - |
| Total | - | - |



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Based on the aforesaid results, the resolution no.(s) 1 to 6 as contained in the Notice have been passed with the requisite majority.

All the relevant records relating to the remote e-voting and e-voting during the AGM are under my safe custody and will be handed over to the Chairman or the Company Secretary for preserving safely after the minutes of the Meeting are signed.

FOR, ANJAN KUMAR ROY & CO.

Company Secretaries


ANJAN KUMAR ROY

Proprietor

FCS No.: 5684

C.O.P. No.: 4557

C.O.P. Unique Code: I2002WB282300

UDIN: F005684G001329875

Peer Review Certificate No.: 6872/2025

Firm Unique Code: S2002WB051400

{Scrutinizer for and in respect of the Remote E – Voting and E- Voting in respect of the 83rd AGM held on September 24, 2025, of Hindustan Motors Limited.}



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