

Hindustan Motors

Registered Office  
Hindustan Motors Limited  
Bina Building, 4th Floor  
9/1, R. N. Mukherjee Road  
Kolkata - 700 001

CIN-L34103WB1942PLC018967  
T +91 033 22420932 (D) F +91 033 22480955  
T +91 033 30573700 hmcosecy@hindmotor.com  
T +91 033 30410900 www.hindmotor.com



**HINDUSTAN MOTORS LIMITED**

The details of Voting Results (Remote e-voting and voting through ballot at the AGM) of the 74<sup>th</sup> Annual General Meeting of Hindustan Motors Limited held on 21<sup>st</sup> September, 2016

Date of AGM	21 <sup>st</sup> September, 2016
Total number of shareholders on record date	126247
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	18
Public:	1220
No. of shareholders attended the meeting through Video Conferencing	Not Applicable
Promotes and Promoter Group:	Not Applicable
Public:	Not Applicable

**Agenda-wise disclosure**

**ORDINARY BUSINESS**

Item No.1 - (a) Adoption of the Audited Standalone Financial Statements of the Company together with the Directors' Report as also the Auditors' Report thereon for the financial year ended 31<sup>st</sup> March, 2016; and (b) Adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2016 and the Report of the Auditors thereon.

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 outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	67473254	67473254	100	67473254	0	100	0
	Ballot		0	0	0	0	0	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	Total		67473254	100	67473254	0	100	0
Public-Institution	E-Voting	15940389	936500	5.8750	936500	0	100	0
	Ballot		0	0	0	0	0	
	Postal Ballot (If applicable)		0	0	0	0	0	
	Total		936500	5.8750	936500	0	100	0
Public-Non Institution	E-Voting	125245650	965936	0.7712	965926	10	99.9989	0.0010
	Ballot		68982	0.0551	28382	40600	41.1440	58.8559
	Postal Ballot (If applicable)		0	0	0	0	0	
	Total		1034918	0.8261	994308	40610	96.0760	3.9240
Total		208659293	69444672	33.2814	69404062	40610	99.9415	0.0585

Item No.2 - Appointment of Shri Uttam Bose (DIN-02340000) as Director, 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 outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	67473254	67473254	100	67473254	0	100	0
	Ballot		0	0	0	0	0	
	Postal Ballot (If applicable)		0	0	0	0	0	
	Total		67473254	100	67473254	0	100	0
Public-Institution	E-Voting	15940389	936500	5.8750	936500	0	100	0
	Ballot		0	0	0	0	0	
	Postal Ballot (If applicable)		0	0	0	0	0	
	Total		936500	5.8750	936500	0	100	0
Public-Non Institution	E-Voting	125245650	965936	0.7712	965626	310	99.9679	0.0320
	Ballot		68982	0.0551	28382	40600	41.1440	58.8559
	Postal Ballot (If applicable)		0	0	0	0	0	
	Total		1034918	0.8261	994308	40610	96.0760	3.9240



# Hindustan Motors

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	Total	1034918	0.8263	994008	40910	96.047	3.953
Total		208659293	69444672	33.2814	69403762	40910	99.9411

Item No.3 - Ratification of 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 Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	67473254	67473254	100	67473254	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	Total		67473254	100	67473254	0	100	0
Public-Institution	E-Voting	15940389	936500	5.8750	936500	0	100	0
	Poll		0	0	0	0	0	
	Postal Ballot (If applicable)		0	0	0	0	0	
	Total		936500	5.8750	936500	0	100	0
Public-Non Institution	E-Voting	125245650	965936	0.7712	965726	210	99.9782	0.0217
	Poll		68982	0.0551	28382	40600	41.1440	58.8559
	Postal Ballot (If applicable)		0	0	0	0	0	0
	Total		1034918	0.8263	994108	40810	96.0567	3.9433
Total		208659293	69444672	33.2814	69403862	40810	99.9412	0.0588

## SPECIAL BUSINESS

Item No.4 - Service of each document, if requested by any member, through a particular mode either by post or by registered post or by speed post or by courier be made on payment of Rs. 50/- in advance

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 outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	67473254	67473254	100	67473254	0	100	0
	Poll		0	0	0	0	0	
	Postal Ballot (If applicable)		0	0	0	0	0	
	Total		67473254	100	67473254	0	100	0
Public-Institution	E-Voting	15940389	936500	5.8750	936500	0	100	0
	Poll		0	0	0	0	0	
	Postal Ballot (If applicable)		0	0	0	0	0	
	Total		936500	5.8750	936500	0	100	0
Public-Non Institution	E-Voting	125245650	965936	0.7712	965626	310	99.9679	0.0320
	Poll		68982	0.0551	28182	40800	40.8541	59.1458
	Postal Ballot (If applicable)		0	0	0	0	0	
	Total		1034918	0.8263	993808	41110	96.0277	3.9723
Total		208659293	69444672	33.2814	69403562	41110	99.9408	0.0592

For Hindustan Motors Limited

*A. Sankaranarayanan*

A. Sankaranarayanan  
 Director & Chairman of the Meeting

Place : Kolkata  
 Date : 22<sup>nd</sup> September, 2016



**ANJAN KUMAR ROY & CO.**

**COMPANY SECRETARIES**

To,

Date: 22/09/2016

The Chairman  
Hindustan Motors Limited  
Biria Building, 10<sup>th</sup> 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 74<sup>th</sup> Annual General Meeting of M/s. Hindustan Motors Limited, held on 21<sup>st</sup> Day of September, 2016.

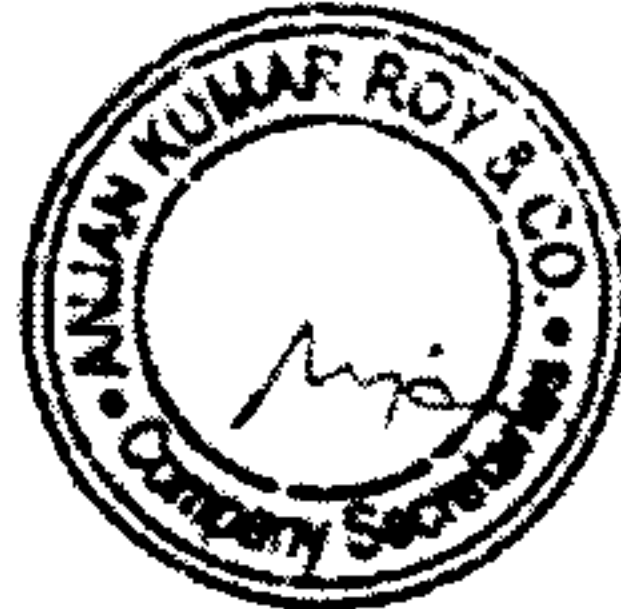
Dear Sir,

Please find enclosed herewith the Scrutinizer's Report, dated 22<sup>nd</sup> September, 2016 on the "Remote E – Voting" and "Voting through Ballot at the meeting", in respect of the 74<sup>th</sup> Annual General Meeting of M/s. Hindustan Motors Limited, held on 21<sup>st</sup> Day of September, 2016.

Regards,

FOR, ANJAN KUMAR ROY & CO.  
Company Secretaries

  
ANJAN KUMAR ROY  
FCS



*Scrutinizer for and in respect of the Remote E – Voting and voting through Ballot at the AGM of M/s. Hindustan Motors Limited, related to their 74<sup>th</sup> AGM held on 21<sup>st</sup> Day of September, 2016.*

Place: Kolkata

Enclosures: as above

Office Address : DPS Business Centre, 9A, Sebak Baidya Street, Kolkata- 700 029. E-mail: akroyco@yahoo.co.in/  
anjanroy\_2003@yahoo.co.in/aniankumarroyco@hotmail.com. Land Ph. No. 033 2475 0112. Hand Held Nos.  
9830201949/9831891949.

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**ANJAN KUMAR ROY & CO.**

COMPANY SECRETARIES

To,

Date: 22/09/2016

The Chairman  
Hindustan Motors Limited  
Birsa Building, 10<sup>th</sup> 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 74<sup>th</sup> Annual General Meeting of M/s. Hindustan Motors Limited, held on 21<sup>st</sup> Day of September, 2016.**

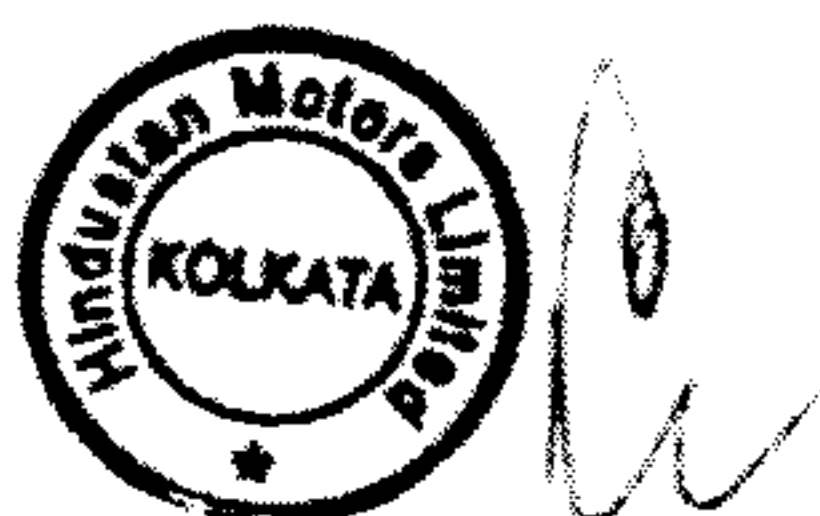
Dear Sir,

(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 25<sup>th</sup> Day of May, 2016, to carry out the scrutiny of the Remote E - Voting and Voting through Ballot at the 74<sup>th</sup> Annual General Meeting ("aforesaid AGM", hereinafter) of the company held on 21/09/2016, for and in respect of all the resolutions, as mentioned herein below and as contained in the notice of the aforesaid AGM, pursuant to Section 108 of the Companies Act 2013, read with Rule 20 of the 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 4 as contained in the aforesaid Notice dated 1<sup>st</sup> day of June, 2016. 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 on 12<sup>th</sup> Day of August, 2016, the dispatch (through courier service) of the relevant notice dated 1<sup>st</sup> day of June, 2016 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.

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anjanroy\_2003@yahoo.co.in/anjanumarroyco@hotmail.com. Land Ph. No. 033 2475 0112. Hand Held Nos.  
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**ANJAN KUMAR ROY & CO.**

**COMPANY SECRETARIES**

- 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 "Dainik Statesman" published on Tuesday, the 23<sup>rd</sup> Day of August, 2016 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 12<sup>th</sup> day of August, 2016.
  - c. Statement that the period of Remote E - Voting would start at 9.00 A.M. on 17<sup>th</sup> Day of September, 2016 and ends at 5.00 P.M. on 20<sup>th</sup> Day of September, 2016.
  - 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 Computershare Private Limited ("Karvy", hereinafter) after 5.00 P.M. on 20<sup>th</sup> Day of September, 2016.
  - 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. on 17<sup>th</sup> of September, 2016 to 5:00 P.M. on 20<sup>th</sup> of September, 2016.
- 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 20<sup>th</sup> Day of September, 2016.
- vi. That after the discussions on the above 4 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 11.59 A.M. on 21<sup>st</sup> Day of September, 2016, 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;

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anjanroy\_2003@yahoo.co.in/anjankumarroyco@hotmail.com. Land Ph. No. 033 2475 0112. Hand Held Nos.  
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## ANJAN KUMAR ROY & CO.

### COMPANY SECRETARIES

- a. Mr. Sourav Kumar Lal *Sourav Kumar Lal*  
b. Ms. Deepika Bhutra *Deepika Bhutra*

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 4 resolutions.
- ix. The cut-off date for determining eligibility to cast vote was on 14<sup>th</sup> Day of September, 2016 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 4 Resolutions, are as hereunder:

Item No. 1

Ordinary Business

Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company together with the Directors' Report as also the Auditors' Report thereon for the financial year ended 31<sup>st</sup> March, 2016.

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	69375680	100%
Through Ballot	20	28382	41.14%
Total	61	69404062	99.94%

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anjanroy\_2003@yahoo.co.in/anjanumarroyco@hotmail.com. Land Ph. No. 033 2475 0112. Hand Held Nos.  
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**ANJAN KUMAR ROY & CO.**

**COMPANY SECRETARIES**

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	1	10	0
Through Ballot	2	40600	58.85%
Total	3	40610	0.06%

iii. Invalid Votes:

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	N/A	N/A	-
Through Ballot	5	981	0.0014%
Total	5	981	0.0014%

Item No. 2

**Ordinary Business**

**Ordinary Resolution**

To appoint a Director in place of Shri Uttam Bose (DIN – 02340000) 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	39	69375380	99.99%
Through Ballot	20	28382	41.14%
Total	59	69403762	99.94%

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anjanroy\_2003@yahoo.co.in/aniankumarroyco@hotmail.com. Land Ph. No. 033 2475 0112. Hand Held Nos.  
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**ANJAN KUMAR ROY & CO.**

**COMPANY SECRETARIES**

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	310	0.0004%
Through Ballot	2	40600	58.85%
Total	5	40910	0.06%

iii. Invalid Votes:

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	N/A	N/A	-
Through Ballot	5	981	0.0014%
Total	5	981	0.0014%

Item No. 3

Ordinary Business

Ordinary Resolution

Ratification of appointment of M/s. Ray & Ray, Chartered Accountants (Registration No. 301072E) as 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	40	69375480	99.99%
Through Ballot	20	28382	41.14%
Total	60	69403862	99.94%

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anjanroy\_2003@yahoo.co.in/anjanumarroyco@hotmail.com. Land Ph. No. 033 2475 0112. Hand Held Nos.  
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**ANJAN KUMAR ROY & CO.**

**COMPANY SECRETARIES**

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	2	210	0.0003%
Through Ballot	2	40600	58.85%
Total	4	40810	0.06%

iii. Invalid Votes:

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	N/A	N/A	-
Through Ballot	5	981	0.0014%
Total	5	981	0.0014%

Item No. 4

Special Business

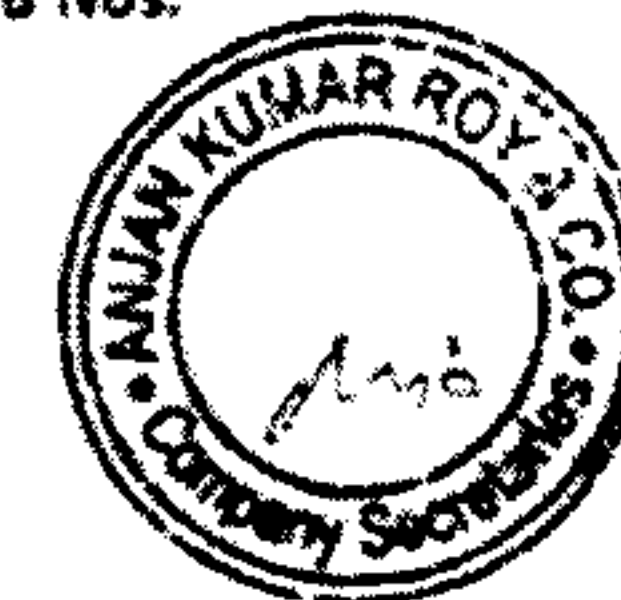
Ordinary Resolution

Resolution under Section 20 of the Companies Act 2013, in respect of Service of any document to members on requisition through a particular mode .

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	39	69375380	99.99%
Through Ballot	19	28182	40.85%
Total	58	69403562	99.94%

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**ANJAN KUMAR ROY & CO.**

**COMPANY SECRETARIES**

ii. Voted against the resolution:

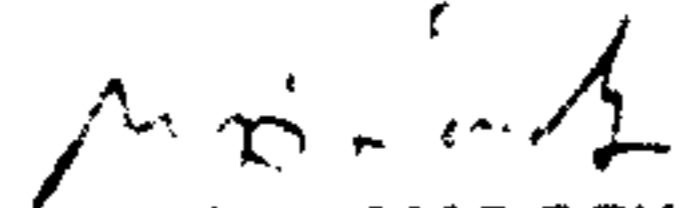
Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	% of total number of valid votes cast
Remote E- voting	3	310	0.0004%
Through Ballot	3	40800	59.15%
Total	6	41110	0.05%

iii. Invalid Votes:

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	N/A	N/A	-
Through Ballot	5	981	0.0014%
Total	5	981	0.0014%

- (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 at the AGM of M/s. Hindustan Motors Limited, related to their 74<sup>th</sup> AGM held on 21<sup>st</sup> Day of September, 2016.

Office Address : DPS Business Centre, 9A, Sebak Baldya Street, Kolkata- 700 029. E-mail: akroyco@yahoo.co.in/  
anjanroy\_2003@yahoo.co.in/anjanikumarrowco@hotmail.com. Land Ph. No. 033 2475 0112. Hand Held Nos.  
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