

CIN No. : L74110UP2008PLC034977

Date: 04<sup>th</sup> May, 2024

<b>To, Dept. of Corporate Services-Listing Department Bombay Stock Exchange Limited Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai – 400 001 Scrip Code: 543929</b>	<b>To, Listing Department The National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra, Mumbai – 400 051 Scrip Code: HMAAGRO</b>
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**Sub: Voting Results of the Postal Ballot and Scrutinizer's Report**

**Ref: Regulation 30 and 44 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('Listing Regulations').**

Dear Sir/Ma'am,

This is with reference to our Postal Ballot Notice dated April 02, 2023 seeking approval of the shareholders of the Company by way of Postal Ballot (remote e-voting) and pursuant to Regulation 30 of Listing Regulations and as per the Scrutinizer's Report dated May 04, 2024, the following resolutions have been declared as passed by the shareholders of the Company on May 03, 2024 with the requisite majority:

Sr. No	Description of Resolution(s)	Type of Resolution
1.	Regularisation of Mohammad Mehmood Qureshi (DIN:02839611), Additional Director as director of the company	Ordinary Resolution
2.	Appointment of Mohammad Mehmood Qureshi (DIN:02839611) as a Managing Director of the company and the remuneration payable to him.	Ordinary Resolution
3.	To approve the overall borrowing limits u/s 180(1)(c) of the companies act, 2013.	Special Resolution
4.	To seek approval under section 180(1)(a) of the companies act, 2013 inter alia for creation of mortgage or charge on the assets, properties or undertaking(s) of the company	Special Resolution
5.	Approval to advance any loan/give guarantee/provide security u/s 185 of the companies act, 2013	Special Resolution
6.	To increase in threshold of loans/ guarantees, providing of securities and making of investments in securities under section 186 of the companies act, 2013	Special Resolution
7.	Approval for material related party transactions	Special Resolution

NIKHIL  
SUNDRANI  
Digitally signed by  
NIKHIL SUNDRANI  
Date: 2024.05.04  
19:32:35 +05'30'

Registered Office : 18A/5/3, Taj View Crossing, Fatehabad Road, Agra-282001 U.P. (INDIA)

E-mail : [cs@hmaagro.com](mailto:cs@hmaagro.com), [gulzeb@hmagroup.co](mailto:gulzeb@hmagroup.co), [hmafrozen@rediffmail.com](mailto:hmafrozen@rediffmail.com)

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# HMA AGRO INDUSTRIES LTD.

(STAR EXPORT HOUSE RECOGNISED BY GOVERNMENT OF INDIA)

CIN No. : L74110UP2008PLC034977

In this regard, the remote e-voting process concluded on Friday, May 03, 2024, at 5:00 p.m. (IST), post which the Scrutinizer has submitted his report on the results of the Postal Ballot.

Based on the report of the Scrutinizer, we hereby inform that the Members of the Company have duly passed the above Ordinary and Special Resolutions with the requisite majority.

In connection with the same, please find attached

1. **Voting results** of the said Postal Ballot activity through remote e-voting, in relation to the aforesaid business, as required under Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and (Annexure-I)
2. The **Scrutinizer's Report** dated May 04, 2024, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014. (Annexure-II)

The Voting Results along with the Scrutinizer's Report are also available on the website of the Company viz. [www.hmagroup.co](http://www.hmagroup.co)

We request you to kindly take the above information on record and oblige.

**Yours Faithfully,  
For HMA Agro Industries Limited**

NIKHIL  
SUNDRANI

Digitally signed by  
NIKHIL SUNDRANI  
Date: 2024.05.04  
19:32:50 +05'30'

**Nikhil Sundrani  
Company Secretary and Compliance Officer**

Registered Office : 18A/5/3, Taj View Crossing, Fatehabad Road, Agra-282001 U.P. (INDIA)

E-mail : [cs@hmaagro.com](mailto:cs@hmaagro.com), [gulzeb@hmagroup.co](mailto:gulzeb@hmagroup.co), [hmafrozen@rediffmail.com](mailto:hmafrozen@rediffmail.com)

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**SCRUTINIZER REPORT**

**OF**

**(HMA AGRO INDUSTRIES LIMITED)**

**Prepared By:-**

**R. C. Sharma & Associates**

**(Company Secretaries)**

**Mumba Dhaam**

**Block No. 30, Shop No. 218**

**Opposite Vikas Bhawan**

**Sanjay Place, Agra-282002**

**Ph. :- 9319104242, 0562-4012680**

**E-Mail :- rcsharmacs@yahoo.com**

**CS**

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Opposite Vikas Bhawan  
Sanjay Place, Agra- 282002  
Mobile: 9319104242  
E-mail: rcsharmacs@yahoo.com

**R.C. SHARMA & ASSOCIATES**

Company Secretaries

## **REPORT OF THE SCRUTINIZER (Annex-II)**

[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20

And Rule 22 Of the Companies (Management and Administration) Rules, 2014 as amended from time to time]

To,

**The Chairman,**

**HMA Agro Industries Limited**

**Add: 18A/5/3 Tajview Crossing Fatehabad**

**Road, Agra, Uttar Pradesh-282001**

Respected Sir,

I, CS Ramesh Chandra Sharma, Company Secretary in Practice, holding Membership Number FCS 5524 and Certificate of Practice Number 7957 was appointed as the Scrutinizer by the Board of Directors of HMA Agro Industries Limited ("**Company**") for the purpose of:

Scrutinizing the postal ballot which was conducted through electronic means in respect of the resolutions contained in the notice dated 02<sup>nd</sup> April, 2024 and ascertaining the requisite majority on voting carried out as per the provisions of Sections 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Securities and Exchange Board of India ("**SEBI**") (Listing obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("**SS-2**") issued by The Institute of Company Secretaries of India and all other applicable Ministry of Corporate Affairs ("**MCA**") Circulars, SEBI Circulars, laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

**I submit my report as under:**

1. The Management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 read with Rules made there under, SEBI (Listing obligations & Disclosure Requirements) Regulations, 2015, MCA Circulars, SEBI Circulars or any other Provisions, as applicable for conducting Postal Ballot of the Company. The Management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting system.
2. The Company has availed the services of National Securities Depository Limited ("**NSDL**") for conducting postal ballot through remote e- voting. Further NSDL has also been engaged for facilitating e- voting to enable the members to cast their votes electronically using e- voting system on special business sought to be transacted through postal ballot.
3. My responsibility as a Scrutinizer is restricted to making a Scrutinizer's Report for the "Votes cast in favour' or 'against' the resolution stated in the Notice postal ballot.
4. The Member of the Company holding equity shares whose name appear on the Register of Members/ List of Beneficial Owners as on the "cutoff date" i.e. **Friday, 29 March, 2024** was entitled to vote on the proposed resolution through remote e- voting on the resolution as set out in the Notice of Postal Ballot dated 02<sup>nd</sup> April, 2024.



5. The e-voting period remained open from Thursday, 04<sup>th</sup> April, 2024 at 9.00 A.M. (IST) and end on Friday, 03<sup>rd</sup> May, 2024 at 5.00 P.M. (IST) on the designated website [https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com).
6. Pursuant to the provisions of the Companies Act, 2013 and MCA circulars issued by Ministry of Corporate Affairs, the Company has sent Postal Ballot Notice(s) to its members whose name(s) appeared in the Register of Members/ List of beneficial owners received from NSDL and Central Depository Services (India) Limited whose email IDs are registered with the Company / Depositories as on cut-off date ie Friday, 29th March, 2024.
7. Pursuant to clause (v) of sub rule 4 of Rule 20 and sub rule 3 of Rule 22 the Companies (Management and Administration Rules) 2014, the company has published the advertisement in English language newspaper Financial Express having wide circulation and in regional language newspaper Dainik Jagran dated 04<sup>th</sup> April, 2024.
8. I monitored the process on electronic voting (i.e. e-voting). After completion of e-voting, votes casted by the members were unblocked on 03<sup>rd</sup> May, 2024 at 05.05 P.M.
9. The e-voting report downloaded from the website of NSDL have been kept separately for the purpose of postal ballot.
10. Votes casted by the members through e-voting were reconciled with the records maintained by the Registrar and Transfer Agent of the company and authorizations lodged with the company.
11. The register and other documents/ registers and records relating to electronic voting shall remain in my safe custody until the chairman considers, approves and signs the minutes and the same will be handed over to the Company Secretary for the safe custody.

**RESULTS:**

The details containing interalia, list of Equity Shareholders, who voted “for”, “against” or other relevant information, if any on each of the resolution(s) that were put to vote, were generated from the e-voting website of NSDL. Considering the report from NSDL on electronic voting and with respect to each item on the agenda as set out in the Notice dated 02<sup>nd</sup> April, 2024 is enclosed.

**SPECIAL BUSINESS:**

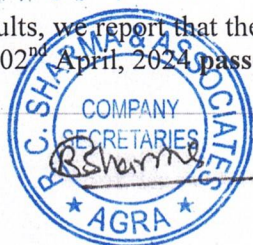
**CONSOLIDATED RESULTS ON POSTAL BALLOT CONDUCTED THROUGH REMOTE E-VOTING.**

**Item No. 1 of The Notice: Regularization of Mohammad Mehmood Qureshi (DIN:02839611), Additional Director as Director of the Company:**

Particulars	E-voting		
	No. of members voted	No. of votes cast	No. of votes % cast by them
Assent	292	2,57,755	97.15%
Dissent	29	7,547	2.85%
Invalid	0	0	0
Not taken on record	0	0	0
<b>Total</b>	<b>321</b>	<b>2,65,302</b>	<b>100%</b>

**\*Note: Percentage calculated on the basis of votes cast in the postal ballot conducted through remote e-voting not on the basis of total voting power held in the company.**

Based on the aforesaid results, we report that the **Ordinary Resolution** as set out in **Item No. 1** of the Postal Ballot Notice dated 02<sup>nd</sup> April, 2024 passed with requisite majority.



**Item No. 2 of the Notice: Appointment of Mohammad Mehmood Qureshi (DIN:02839611) as a Managing Director of the Company and the Remuneration Payable to him:**

Particulars	E-voting		
	No. of members voted	No. of votes cast	No. of votes % cast by them
Assent	282	1,33,956	50.54%
Dissent	37	1,31,084	49.46%
Invalid	0	0	0
Not taken on record	0	0	0
Total	319	2,65,040	100%

**\*Note: Percentage calculated on the basis of votes cast in the postal ballot conducted through remote e-voting not on the basis of total voting power held in the company.**

*Note: It has been duly informed by the company secretary of the company that Resolution No. 2, pertaining to the appointment of the Managing Director, is deemed an Ordinary Resolution rather than a Special Resolution. But Resolution No. 2 was mistakenly categorized as a Special Resolution. However, Resolution No. 2 is actually an Ordinary Resolution.*

*We would like to emphasize that despite the incorrect categorization in the Postal Ballot Notice, the votes cast in favor of Resolution No. 2 exceed 50% of the total votes cast by the shareholders, which satisfies the requirement for an Ordinary Resolution.*

*Therefore, Resolution No. 2, pertaining to the appointment of the Managing Director, is deemed to have been duly passed by the shareholders, considering the affirmative votes received.*

*WHEREAS, the appointment of the Managing Director, being a matter to be decided by an Ordinary Resolution as per the Companies Act, 2013, requires a simple majority vote of the shareholders present and voting.*

*WHEREAS, it has been observed that the votes cast in favor of Resolution No. 2, pertaining to the appointment of the Managing Director, exceed 50% of the total votes cast by the shareholders through postal ballot.*

Based on the above-mentioned information, we report that the **Ordinary Resolution** in Item No. 2 of the Postal Ballot Notice dated 02<sup>nd</sup> April, 2024 passed with requisite majority

**Item No. 3 of The Notice: To Approve the Overall Borrowing Limits u/s 180(1)(C) of the Companies Act, 2013:**

Particulars	E-voting		
	No. of members voted	No. of votes cast	No. of votes % cast by them
Assent	293	40,22,56,236	99.97%
Dissent	32	1,28,154	0.03
Invalid	0	0	0
Not taken on record	0	0	0
Total	325	40,23,84,390	100

**\*Note: Percentage calculated on the basis of votes cast in the postal ballot conducted through remote e-voting not on the basis of total voting power held in the company.**

Based on the aforesaid results, we report that the **Special Resolution** as set out in Item No. 3 of the Postal Ballot Notice dated 02<sup>nd</sup> April, 2024 passed with requisite majority.



**Item No. 4 Of the Notice: To Seek Approval under Section 180(1)(A) of the Companies Act, 2013 Inter Alia For Creation of Mortgage or Charge on the Assets, Properties or Undertaking(S) of the Company:**

Particulars	E-voting		
	No. of members voted	No. of votes cast	No. of votes % cast by them
Assent	291	40,22,54,604	99.97%
Dissent	33	1,29,686	0.03
Invalid	0	0	0
Not taken on record	0	0	0
<b>Total</b>	<b>324</b>	<b>40,23,84,290</b>	<b>100%</b>

**\*Note: Percentage calculated on the basis of votes cast in the postal ballot conducted through remote e-voting not on the basis of total voting power held in the company.**

Based on the aforesaid results, we report that the **Special Resolution** as set out in Item No. 4 of the Postal Ballot Notice dated 02<sup>nd</sup> April, 2024 passed with requisite majority.

**Item No. 5 of the Notice: Approval to Advance Any Loan/Give Guarantee/provide Security u/s 185 of the Companies Act, 2013:**

Particulars	E-voting		
	No. of members voted	No. of votes cast	No. of votes % cast by them
Assent	290	40,22,56,058	99.97%
Dissent	35	1,28,235	0.03
Invalid	0	0	0
Not taken on record	0	0	0
<b>Total</b>	<b>325</b>	<b>40,23,84,293</b>	<b>100%</b>

**\*Note: Percentage calculated on the basis of votes cast in the postal ballot conducted through remote e-voting not on the basis of total voting power held in the company.**

Based on the aforesaid results, we report that the **Special Resolution** as set out in Item No. 5 of the Postal Ballot Notice dated 02<sup>nd</sup> April, 2024 passed with requisite majority.

**Item No. 6 of the Notice: To Increase in threshold of Loans/ Guarantees, providing of securities and making of Investments in Securities under Section 186 of the Companies Act, 2013:**

Particulars	E-voting		
	No. of members voted	No. of votes cast	No. of votes % cast by them
Assent	291	40,22,58,070	99.97%
Dissent	34	1,26,320	0.03%
Invalid	0	0	0
Not taken on record	0	0	0
<b>Total</b>	<b>325</b>	<b>40,23,84,390</b>	<b>100%</b>

**\*Note: Percentage calculated on the basis of votes cast in the postal ballot conducted through remote e-voting not on the basis of total voting power held in the company.**





Based on the aforesaid results, we report that the **Special Resolution** as set out in Item No. 6 of the Postal Ballot Notice dated 02<sup>nd</sup> April, 2024 **passed with requisite majority**.

**Item No. 7 of The Notice: Approval for Material Related Party Transactions:**

Particulars	E-voting		
	No. of members voted	No. of votes cast	No. of votes % cast by them
Assent	296	2,61,920	98.75%
Dissent	24	3,310	1.25%
Invalid	0	0	0
Not taken on record	0	0	0
Total	320	2,65,230	100%

**\*Note: Percentage calculated on the basis of votes cast in the postal ballot conducted through remote e-voting not on the basis of total voting power held in the company.**

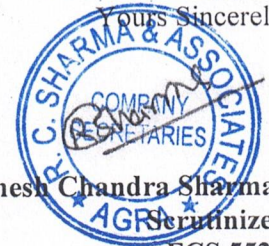
Based on the aforesaid results, we report that the **Ordinary Resolution** as set out in Item No. 7 of the Postal Ballot Notice dated 02<sup>nd</sup> April, 2024 **passed with requisite majority**.

**RECOMMENDATION:**

The resolutions having secured requisite majority of votes except item no. 2 of the Postal Ballot Notice dated 02<sup>nd</sup> April, 2024. As per information received from the company, it is informed that due to clerical error in item no. 2 of the Postal Ballot Notice dated 02<sup>nd</sup> April, 2024 special resolution to be pass mentioned in notice dated 02<sup>nd</sup> April, 2024 of postal ballot instead of ordinary resolution. Based on the above-mentioned information, we report that the **Ordinary Resolution** in **Item No. 2** of the Postal Ballot Notice dated 02<sup>nd</sup> April, 2024 **passed with requisite majority**.

The respective resolution considered to have been passed. The Chairman or any other person authorized accordingly declare result of voting.

Thanking you,  
Yours Sincerely



(CS Ramesh Chandra Sharma)

Charterized  
FCS 5524

C.P. No. 7957

R.C. Sharma & Associates  
Company Secretaries

UDIN: F005524F000306297

Place : Agra

Date : 04/05/2024



Witness -1

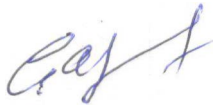


Amit Kaur Lamba  
7/88 Old Sabzi mandi Chhipitola, Agra, Uttar Pradesh-282001

Witness - 2



Naresh Yadav  
Behind Amar Ujala Press Village Kakretha, Sikandra, Agra  
Uttar Pradesh-282007



**Counter Signed by**  
**Mr. Gulzar Ahmad**  
**DIN: 01312305**  
**Chairman of the meeting**

