

Hindustan Hardy Spicer Limited

August 24, 2016

To,

Market Operation-DCS-CRD BSE LIMITED
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001.

Scrip Code: 505893.

Sub: 34th Annual General Meeting of the Company and voting results.

Dear Sirs,

This is with reference to the 34th Annual General Meeting of the Company held today i.e. on Tuesday, August 23, 2016 at 2.30 p.m. at Plot No. C-12, M.I.D.C. Area, Ambad, Nashik 422010.

We wish to inform you that all the resolutions contained in the Notice of the Annual General Meeting dated 13.05.2016 were approved by the Members.

In this Connection, please find enclosed the following:

- A) Details regarding the brief proceedings of the Annual General Meeting (AGM) of the Company pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- B) Details regarding the voting results of the business transacted at the said AGM in the prescribed format pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- C) Consolidated Report of the Scrutinizer on remote e-voting and voting through ballot forms at the AGM.







Regd.Office & Plant.

TaleFax

Website

CIN

Plot No. C-12, M.I.D.C. Area, Ambad,

Nashik-422 010. Maharashtra, INDIA.

: 91-0253-2382528

: www.hhsl.net

: (0253) 2382018, 2382118, 2382318, 2382754

: L29300MH1982PLC028498



Hindustan Hardy Spicer Limited

Regd.Office & Plant.

Plot No. C-12, M.I.D.C. Area, Ambad, Nashik-422 010. Maharashtra, INDIA.

Tel

: (0253) 2382018, 2382118, 2382318, 2382754

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D) Annual Report for the financial year 2015 -16 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations duly approved and adopted by the members as per the provisions of the Companies Act, 2013.

The above are also being uploaded on the Company's website.

You are requested to take a note of the same and bring it to the notice of all concerned.

Thanking you,

Yours faithfully

FOR HINDUSTAN HARDY SPICER LIMITED

Devaki Saran

Executive Director & CFO

Encl: a/a.











HIndustan Hardy Spicer Limited

August 24, 2016

To,

Market Operation-DCS-CRD BSE Ltd. Phiroze Jeejeebhoy Tower, Dalal Street, MUMBAI - 400001. Regd.Office & Plant.

Plot No. C-12, M.I.D.C. Area, Ambad, Nashik-422 010. Maharashtra, INDIA.

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2382318, 2382754

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CIN : L29300MH1982PLC028498

Scrip code: 505893.

Sub.: PROCEEDINGS OF AGM HELD ON AUGUST 23, 2016.

Dear Sirs,

This is to inform you that the 34^{TH} Annual General Meeting of the Company was held on Tuesday, August 23, 2016.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014, the Company had provided electronic voting facility (e-Voting) to the Members entitled to cast their vote at the Annual General Meeting. The e-Voting process was carried out by the Company between Friday, 19th August, 2016 to Monday, 22th August, 2016 with cut-off date for determining shareholders being Tuesday, 16th August, 2016.

The Company had also provided voting facility to the shareholders present at the Annual General Meeting and who had not cast their vote earlier either through remote e-voting facility to cast their vote in the Ballot Box kept there.

The report of the Scrutinizer of the consolidated results of the votes cast through remote evoting and voting at the meeting is enclosed.

The following resolutions were passed unanimously:

- 1. Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon.
- 2. Declaration of dividend on equity shares.
- Appointment of Director in place of Ms. Devaki Saran (DIN 06504653), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.







HIndustan Hardy Spicer Limited

Regd.Office & Plant.

Plot No. C-12, M.I.D.C. Area, Ambad, Nashik-422 010. Maharashtra, INDIA.

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: (0253) 2382018, 2382118,

2382318, 2382754

TaleFax :

: 91-0253-2382528

Website : www.hhsl.net

: L29300MH1982PLC028498

4. Appointment of Auditors and to fix their remuneration.

5. Appointment of Mr. Ravindra Kale (DIN 03115130) as Director (Ordinary Resolution)

 Appointment of Mr. Ravindra Kale (DIN 03115130) Executive Director and Chief Executive Officer (CEO) of the Company for a period of three years. (Special Resolution)

Thanking You,

Yours faithfully,

For HINDUSTAN HARDY SPICER LIMITED

Devaki Saran

Executive Director & CFO





HINDUSTAN HARDY SPICER LIMITED POLLING SUMMARY

Total number of characterial					22.00.00			1
No of shareholders are record date	ers on record date				4110			
Promoters and became the meeting either in person or	In the meeting either i	n person or through proxy:	oxy:		4136			
Public:	oter Group:				1000			
No of characterist					9000944			
Promotion of the meeting through Video Conferencing:	d the meeting through	Video Conferencing:			601			
Profitorers and Promoter Group:	oter Group:							
Resolution required: O-1:					2			
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agenda/resolution	r group are interested i	n the				NO		
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				on outstanding on outstanding shares	No. of votes - in favour	No. of votes - against	No. of votes - % of votes in favour % of votes against on votes polled against oN polled	against oN votes
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100.000	***************************************		1498450	600844	40.10	2000	o	100.0000	0.0000
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Resolution required: Ordinary	ý			į				
	,		3. Appointment of L terms of Section 152	Director in place of N 2 (6) of the Compani	fr. Devaki Saran es Act, 2013 and	(holding DIN being eligible,	3. Appointment of Director in place of Mr. Devaki Saran (holding DIN 06504653), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, offers herself for resumment	s by rotation in
Whether promoter/promoter group are interested in the	group are interested ir	ı the				,	B-01 704 T0-01	Ppourunent.
agenda/resolution					Ž	NO		
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Public- Non Institutions	E-voting	506006	0	0.00	0	0	0.0000	0.0000
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	4. Appointment of Auditors and to fix their remuneration.		No. of votes polled			7	0	600494	767009	0	0	c	0	330	330	600824	
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	5. Appointment of Mr. Ravindra Kale (DIN 03115130), appointed as a Director of the Company whose nerical of office shall be liable to determination in the company whose nerical		shares held No. of votes polled % of votes miled No. of	on outstanding in favour against on votes polled against on votes polled polled polled			94 600494 60.51 200404	0000 0	330	330	1498450 600824 40.10 600824 0 100.000 0.0000
	5. Appointment of Mr. 1 of office shall be liable		shares held			600494					
Resolution required: Ordinary	Vis. oak	Agenda/resolution	Category Mode of Voting No. of		oting	Poll Postal ballot if any	Public-Institutions Reports	Public- Non Institutions Evoring	Poll Postal ballot if any	-	

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	ctor and Chief Exe tember 23, 2015.		No. of votes - % of votes in favour % of votes against on votes polled against oN		6= [(4)/(2)]*100	0.0000	100.0000	0.0000	100.0000
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	OiN03115130) as three years with		No. of votes - in favour		4	0 600494	0 0	0 0 330	330
	6.Appointment of Mr. Ravindra Kale (DIN03115130) as Executive Director and Chief Executive Officer (CEO) of the Company for a period of three years with effect from September 23, 2015.		% of votes polled on outstanding shares	(3)=[(2)/(1)]*100	m	0.00	0.00	0.00	40.10
	6.Appointment of I (CEO) of the Comp		No. of votes polled % of votes polled on outstanding shares		2	600494	600494	0 0330	330
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Resolution required: Ordinam	Whether promoter/promoter group are interested in the agenda/resolution	Category			Promoter and Promoter Group		Public- Institutions	Public- Non Institutions	Total

PARIKH & ASSOCIATES COMPANY SECRETARIES

Office:

111, 11th Floor, Sai-Dwar CHS Ltd, Sab TV Lane, Opp Laxmi Industrial Estate Off Link Road, Above Shabari Restaurant,

Andheri (W), Mumbai : 400 053 Tel. : 26301232 / 26301233 / 26301240

Email: cs@parikhassociates.com parikh.associates@rediffmail.com

To, The Chairman Hindustan Hardy Spicer Limited Plot No. C-12, M.I.D.C. Area, Ambad, Nashik - 422010.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting through ballot paper at the Annual General Meeting of Hindustan Hardy Spicer Limited held on Tuesday, August 23, 2016 at 2:30 p.m.

I, Jigyasa N. Ved, of M/s. Parikh & Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Hindustan Hardy Spicer Limited, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions passed at the 34th Annual General Meeting (AGM) of Hindustan Hardy Spicer Limited held on Tuesday, August 23, 2016 at 2:30 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on August 23,2016

The Notice dated May 13, 2016 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company.

The Company had availed the e-voting facility offered National Securities Depository Limited (NSDL) for conducting e-voting by the Shareholders of the Company.

The Company had also provided voting facility to the shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility. The shareholders of the company holding shares as on the "cut-off" date of August 16, 2016 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on Friday, August 19, 2016 at 10:00 a.m. (IST) and ended on Monday, August 22, 2016 at 05:00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.

After the closure of the voting at the AGM, the report on voting done at the meeting was generated in my presence and the same was diligently scrutinized.



The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the AGM the votes cast there under were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited ("NSDL") e-voting system and voting through ballot paper at the AGM.

I now submit my consolidated Report as under on the result of the remote e-voting and voting through ballot paper at the AGM in respect of the said Resolutions.

Resolution 1: Ordinary Resolution

Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
9	600844	100.00

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Nil	Nil	N.A.

Number of members whose votes were declared invalid	Number of invalid votes cast by them
. Nil	Nil



Resolution 2: Ordinary Resolution

To declare dividend on equity shares.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
9	600844	100.00

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Nil	Nil	N.A.

Number of members whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil



Resolution 3: Ordinary Resolution

Appointment of Director in place of Ms. Devaki Saran (holding DIN 06504653), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
8	600824	100.00

(ii) Voted against the resolution:

Number of members voted	by them	% of total number of valid votes cast
Nil	Nil	N.A.

Number of members whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil



Resolution 4: Ordinary Resolution

Appointment of Auditors and to fix their renumeration.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
. 8	600824	100.00

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Nil	Nil	N.A.

Number of members whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil



Resolution 5: Ordinary Resolution

Appointment of Mr. Ravindra Kale (DIN 03115130), appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.

(i) Voted in favour of the resolution:

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	8	600824	100.00

(ii) Voted against the resolution:

Number of members voted		% of total number of valid votes cast
Nil	by them Nil	N.A.

Number of members whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil



Resolution 6: Special Resolution

Appointment of Mr. Ravindra Kale (DIN 03115130) as Executive Director and Chief Executive Officer (CEO) of the Company for a period of three years with effect from September 23, 2015.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
8	600824	100.00

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Nil	Nil	N.A.

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil

Thanking you,

Yours faithfully,

Jigyasa 🏲 Parikh & Associates

Practising Gompany Secretaries FCS: 6488 CP No: 6018

111,11th Floor, Sai Dwar CHS Ltd

Sab TV Lane, Opp. Laxmi Indl. Estate,

Off Link Road, Above Shabari Restaurant,

Andheri West, Mumbai - 400053

Place: Mumbai

Dated: August 24, 2016