



Hindustan Hardy Spicer Limited

August 24, 2016

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

Tel : (0253) 2382018, 2382118,
2382318, 2382754
TeleFax : 91-0253-2382528
Website : www.hhsl.net
CIN : L29300MH1982PLC028498

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:

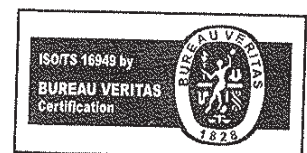
- A) Details regarding the brief proceedings of the Annual General Meeting (AGM) of the Company pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- B) Details regarding the voting results of the business transacted at the said AGM in the prescribed 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.



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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

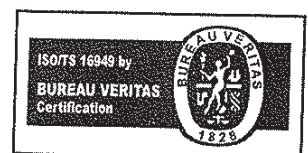
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RvA C 071



ISO/TS 16949 by
BUREAU VERITAS
Certification



**Hardy
Spicer**

Hindustan Hardy Spicer Limited

August 24, 2016

To,

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

Scrip code: 505893.

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

Dear Sirs,

This is to inform you that the 34TH 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 e-voting 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.
3. 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.

Regd. Office & Plant.

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

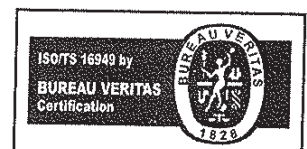
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Hindustan Hardy Spicer Limited

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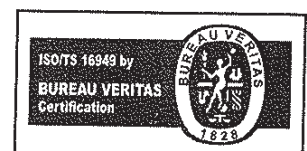
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2382318, 2382754
TeleFax : 91-0253-2382528
Website : www.hhsl.net
CIN : L29300MH1982PLC028498

4. Appointment of Auditors and to fix their remuneration.
5. Appointment of Mr. Ravindra Kale (DIN 03115130) as Director (Ordinary Resolution)
6. 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

Date of the AGM		23.08.2016					
Total number of shareholders on record date		4158					
No. of shareholders present in the meeting either in person or through proxy:							
Promoters and Promoter Group:		16					
Public:		600644					
No. of shareholders attended the meeting through Video Conferencing:		601					
Promoters and Promoter Group:		NIL					
Public:		NIL					
Resolution required: Ordinary							
Whether promoter/promoter group are interested in the agenda/resolution		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.					
Category		NO					
Mode of Voting	No. of shares held	No. of votes polled	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	4	5	6 = [(4)/(2)]*100	7 = [(5)/(2)]*100
			(3) = [(2)/(1)]*100				
Promoter and Promoter Group							
E-voting	992394	0	0.00	0	0	0.0000	0.0000
Poll		600494	0.00	600494	0	100.0000	0.0000
Postal ballot if any							
Total	992394	600494	60.51	600494	0	100.0000	0.0000
Public- Institutions	50	0	0.00	0	0	0.0000	0.0000
E-voting		0	0.00	0	0	0.0000	0.0000
Poll							
Postal ballot if any							
Total	50						
Public- Non Institutions	506006	0	0.00	0	0	0.0000	0.0000
E-voting		20	0.00	20	0	100.0000	0.0000
Poll		330	0.07	330	0	100.0000	0.0000
Postal ballot if any							
Total	506006	350	0.07	350	0	100.0000	0.0000
Total	1498450	600844	40.10	600844	0	100.0000	0.0000

Resolution required: Ordinary		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 re-appointment.							
Whether promoter/promoter group are interested in the agenda/resolution		NO							
Category	Mode of Voting	No. of shares held	1	2	3	4	5	% of votes in favour on votes polled	% of votes against on votes polled
					(3) = [(2)/(1)]*100			6 = [(4)/(2)]*100	7 = [(5)/(2)]*100
Promoter and Promoter Group	E-voting	992394		0	0.00	0	0	0.0000	0.0000
	Postal ballot if any			600494	0.00	600494	0	100.0000	0.0000
	Total	992394		600494	60.51	600494	0	100.0000	0.0000
Public- Institutions	E-voting	50		0	0.00	0	0	0.0000	0.0000
	Postal ballot if any			0	0.00	0	0	0.0000	0.0000
	Total	50		0	0.00	0	0	0.0000	0.0000
Public- Non Institutions	E-voting	506006		0	0.00	0	0	0.0000	0.0000
	Postal ballot if any			330	0.07	330	0	100.0000	0.0000
	Total	506006		330	0.07	330	0	100.0000	0.0000
Total		1498450		600824	40.10	600824	0	100.0000	0.0000
							0	100.0000	0.0000

Resolution required: Ordinary		4.Appointment of Auditors and to fix their remuneration.								
Whether promoter/promoter group are interested in the agenda/resolution		NO								
Category	Mode of Voting	No. of shares held	1	2	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes in favour	No. of votes against	% of votes in favour on votes polled 6 = [(4)/(2)]*100	% of votes against oN votes polled 7 = [(5)/(2)]*100	
Promoter and Promoter Group	E-voting	992394		0	0.00	0	4	5	6 = [(4)/(2)]*100	7 = [(5)/(2)]*100
	Poll			600494	0.00	600494			0.0000	0.0000
	Total			600494	60.51	600494			100.0000	0.0000
Public- Institutions	E-voting	50		0	0.00	0	0	0	100.0000	0.0000
	Poll			0	0.00	0			0.0000	0.0000
	Total			0	0.00	0			0.0000	0.0000
Public- Non Institutions	E-voting	50		0	0.00	0				
	Poll	506006		0	0.00	0			0.0000	0.0000
	Total			330	0.07	330			100.0000	0.0000
Total		506006		330	0.07	330				
		1498450		600824	40.10	600824			100.0000	0.0000
									100.0000	0.0000

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Resolution required: Ordinary		5.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.							
Whether promoter/promoter group are interested in the agenda/resolution		NO							
Category	Mode of Voting	No. of shares held	1	2	3	4	5	6= [(4)/(2)]*100	7= [(5)/(2)]*100
			(3)= [(2)/(1)]*100						
Promoter and Promoter Group	E-voting	992394		0	0.00	0	0	0.0000	0.0000
	Poll			600494	0.00	600494	0	100.0000	0.0000
	Postal ballot if any								
	Total			600494	60.51	600494	0	100.0000	0.0000
Public- Institutions	E-voting	50		0	0.00	0	0	0.0000	0.0000
	Poll			0	0.00	0	0	0.0000	0.0000
	Postal ballot if any								
	Total			0			0	0.0000	0.0000
Public- Non Institutions	E-voting	50		0	0.00	0	0	0.0000	0.0000
	Poll	506006		0	0.00	0	0	0.0000	0.0000
	Postal ballot if any			330	0.07	330	0	100.0000	0.0000
	Total			330	0.07	330	0	100.0000	0.0000
Total		1498450		600824	40.10	600824	0	100.0000	0.0000
						600824	0	100.0000	0.0000

Resolution required: Ordinary		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.						
Whether promoter/promoter group are interested in the agenda/resolution		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group		1	2	3	4	5	6 = [(4)/(2)]*100	7 = [(5)/(2)]*100
	E-voting	992394	0	0.00	0	0	0.0000	0.0000
	Poll		600494	0.00	600494	0	100.0000	0.0000
	Postal ballot if any							
	Total	992394	600494	60.51	600494	0	100.0000	0.0000
Public- Institutions		50	0	0.00	0	0	0.0000	0.0000
	E-voting		0	0.00	0	0	0.0000	0.0000
	Poll		0	0.00	0	0	0.0000	0.0000
	Postal ballot if any							
	Total	50	0	0.00	0	0	0.0000	0.0000
Public- Non Institutions		506006	330	0.07	330	0	100.0000	0.0000
	E-voting		0	0.00	0	0	0.0000	0.0000
	Poll		330	0.07	330	0	100.0000	0.0000
	Postal ballot if any							
	Total	506006	330	0.07	330	0	100.0000	0.0000
Total		1498450	600824	40.10	600824	0	100.0000	0.0000
	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.

(iii) Invalid votes:

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.

(iii) Invalid votes:

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	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



Resolution 4: Ordinary Resolution**Appointment of Auditors and to fix their remuneration.**

(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



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	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



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 M. Ved
 Parikh & Associates
 Practising Company 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