

ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

To,
The Chairman
Hindustan Motors Limited
Birla Building, 10th Floor
9/1, R N Mukherjee Road,
Kolkata – 700 001
West Bengal

Date: 22/09/2017

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 75th Annual General Meeting of M/s. Hindustan Motors Limited, held on 22nd Day of September, 2017.

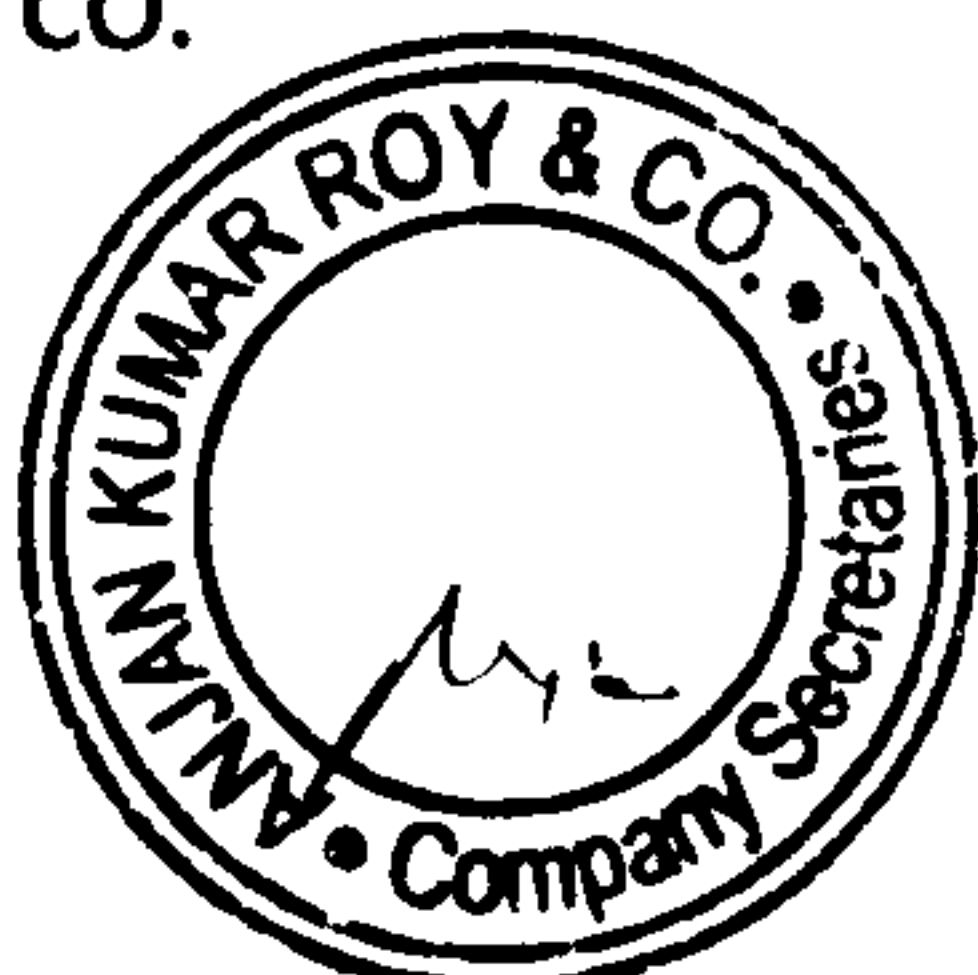
Dear Sir,

Please find enclosed herewith the Scrutinizer's Report, dated 22nd September, 2017 on the "Remote E – Voting" and "Voting through Ballot at the meeting", in respect of the 75th Annual General Meeting of **M/s. Hindustan Motors Limited**, held on 22nd Day of September, 2017.

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 related to their 75th AGM held on 22nd Day of September, 2017, of M/s. Hindustan Motors Limited

Place: Kolkata

Enclosures: as above

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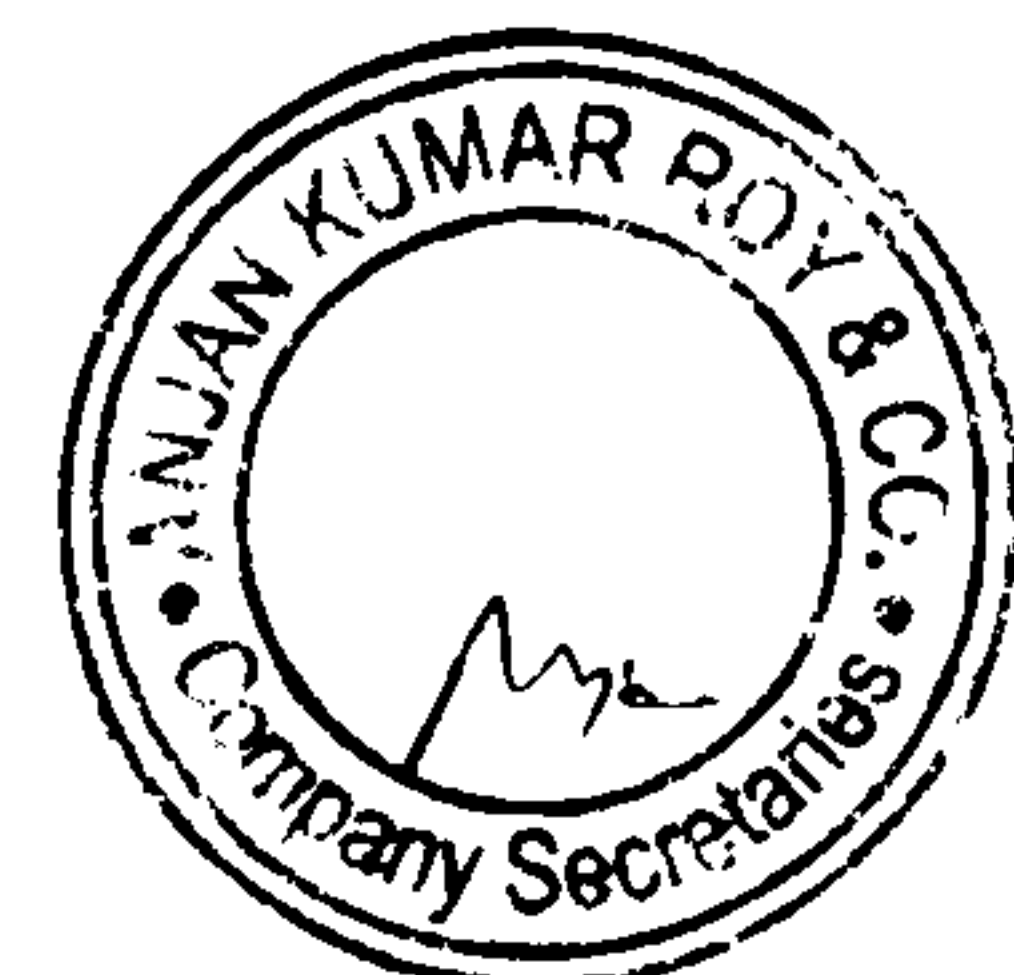
Dear Sir,

(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 29th Day of May, 2017, to carry out the scrutiny of the Remote E - Voting and Voting through Ballot at the 75th Annual General Meeting ("aforesaid AGM", hereinafter) of the company held on 22/09/2017, 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) Rules, 2014, as amended by 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 3 as contained in the aforesaid Notice dated 5th day of June, 2017. I submit my report hereunder:

- i. As per the publication in daily "Business Standard" and "Aajkal" dated 22nd August, 2017, provided to me, , the Company has completed on 14th Day of August, 2017, the dispatch (through courier service) of the relevant notice dated 5th day of June, 2017 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/anjankumarroyco@hotmail.com. Land Ph. No. 033 2475 0112. Hand Held Nos.
9830201949/9831891949.

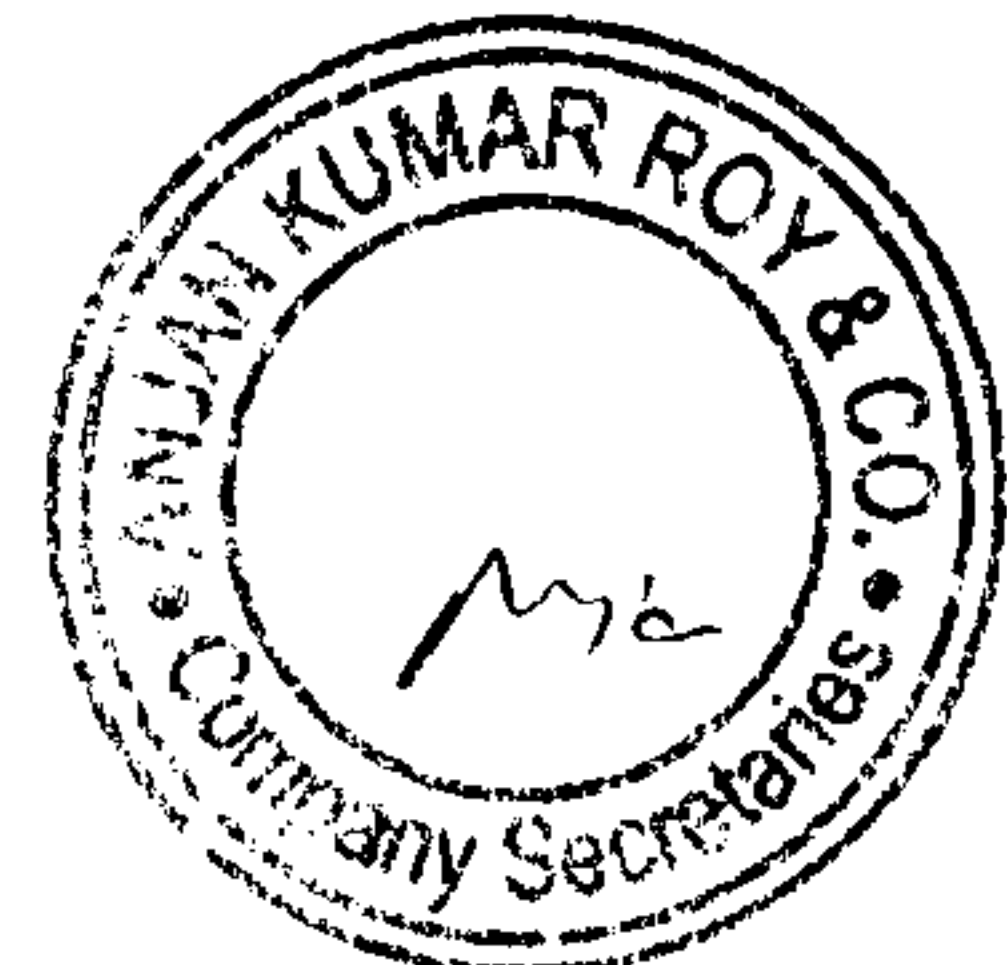
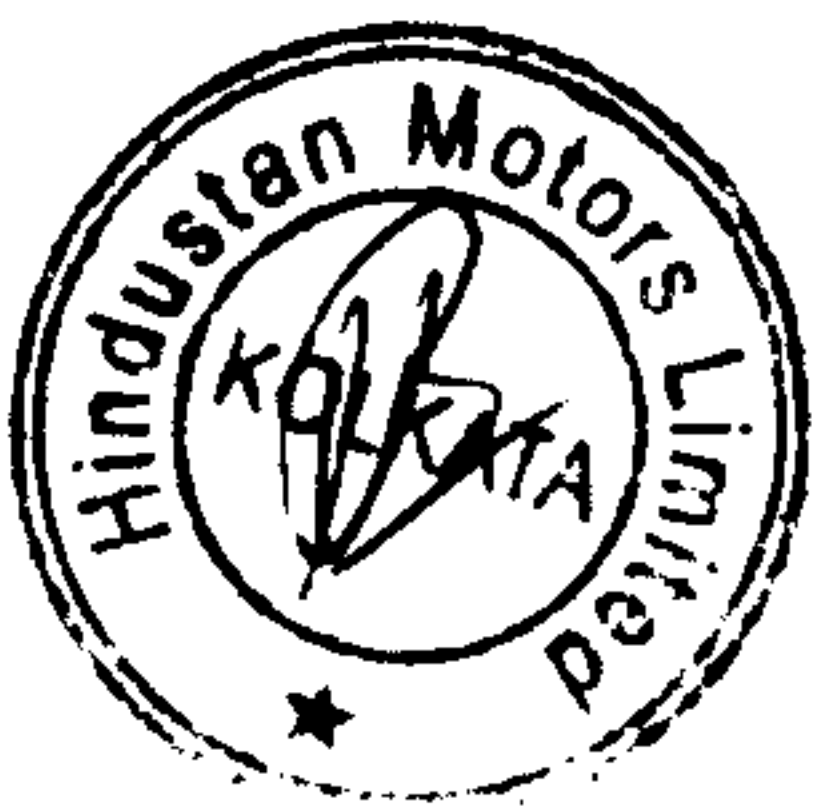


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- ii. The relevant notice of the aforesaid AGM, mentioned *inter alia* that the business might be transacted through Remote E - voting system and through ballots at the venue of the aforesaid AGM, the necessary facilities whereof were being provided 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 "Aajkal" published on Tuesday, the 22nd Day of August, 2017 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 14th day of August, 2017.
 - c. Statement that the period of Remote E - Voting would start at 9.00 A.M. on 18th Day of September, 2017 and ends at 5.00 P.M. on 21st Day of September, 2017.
 - 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 21st Day of September, 2017.
 - 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 18th of September, 2017 to 5:00 P.M. on 21st of September, 2017.
- 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 21st Day of September, 2017.
- vi. That after the discussions on the above 3 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 3.10 P.M. on 22nd Day of September, 2017, 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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- a. Mr. Sourav Kumar Lal *Sourav Kumar Lal*
- b. Ms. Sukhjit Kaur *Sukhjit Kaur*

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 3 resolutions.
- ix. The cut-off date for determining eligibility to cast vote was on 15th Day of September, 2017 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 3 Resolutions, are as hereunder:

ORDINARY BUSINESS:

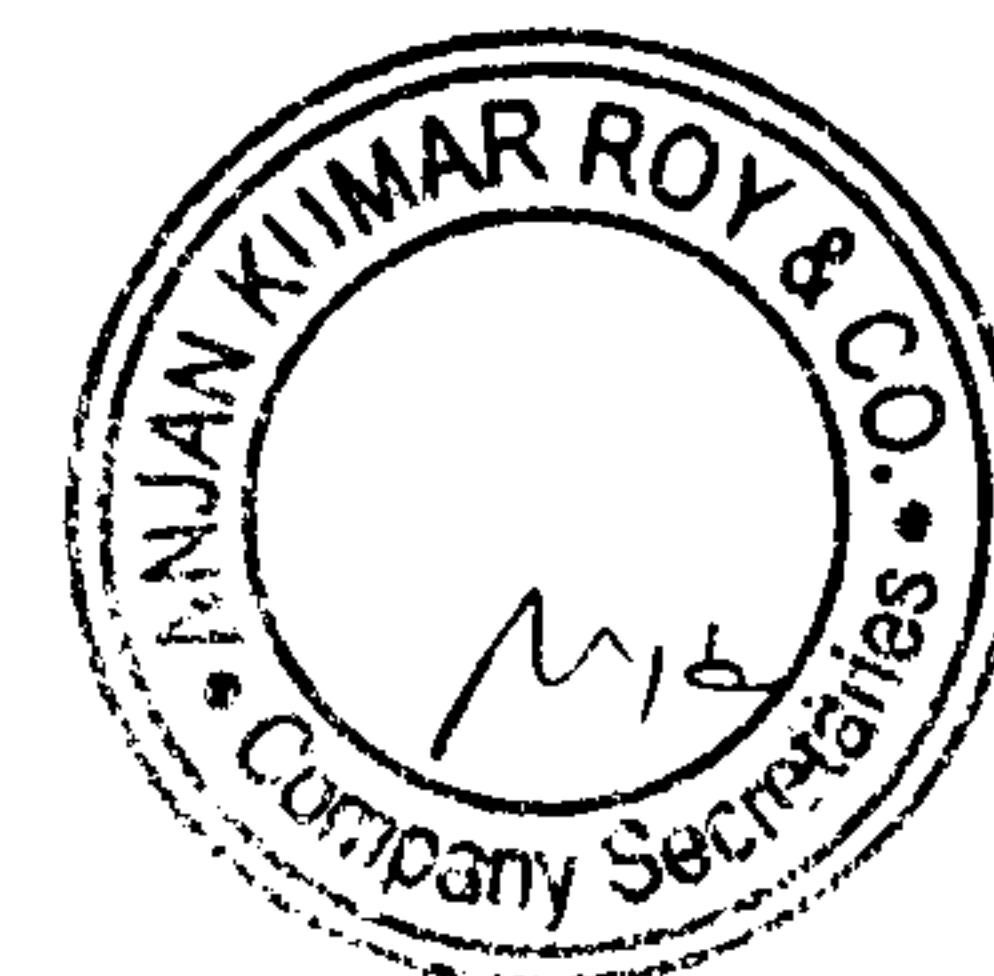
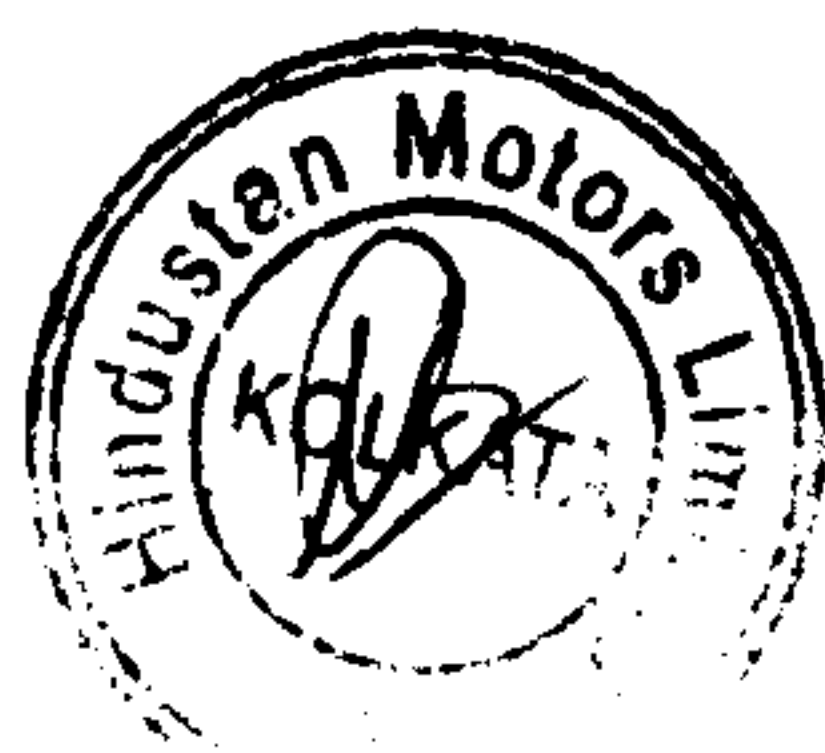
Item No. 1

Ordinary Business Ordinary Resolution: To receive, consider and adopt the Audited Standalone Financial Statements of the Company together with the Directors' Report as also the Auditors' Report thereon for the financial year ended 31st March, 2017.

- 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	43	68440417	99.99%
Through Ballot	6	802	0.001%
Total	49	68441219	99.99%

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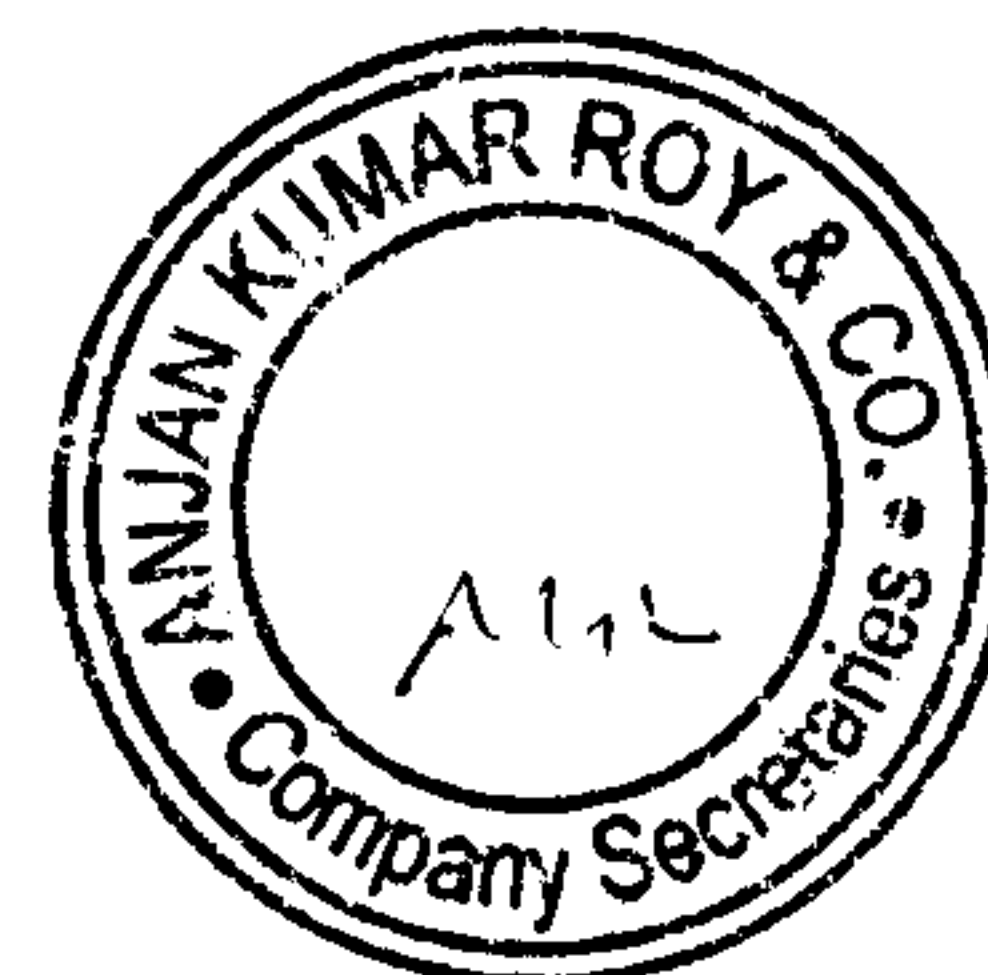
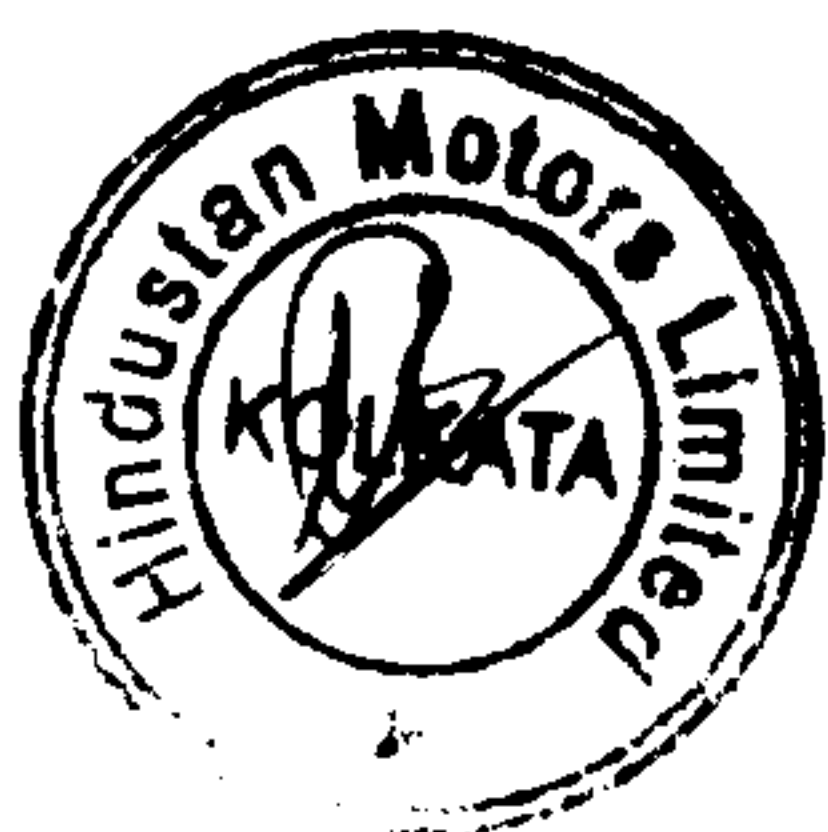
COMPANY SECRETARIES

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	15	0.00002%
Through Ballot	NIL	NIL	NIL
Total	2	15	0.00002%

iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)
Remote E- voting	NIL	NIL
Through Ballot	3	176
Total	3	176



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Item No. 2

Ordinary Business Ordinary Resolution: To appoint a Director in place of Shri A. Sankaranarayanan (DIN-00385632) 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	42	68440322	99.99%
Through Ballot	6	802	0.001%
Total	48	68441124	99.99%

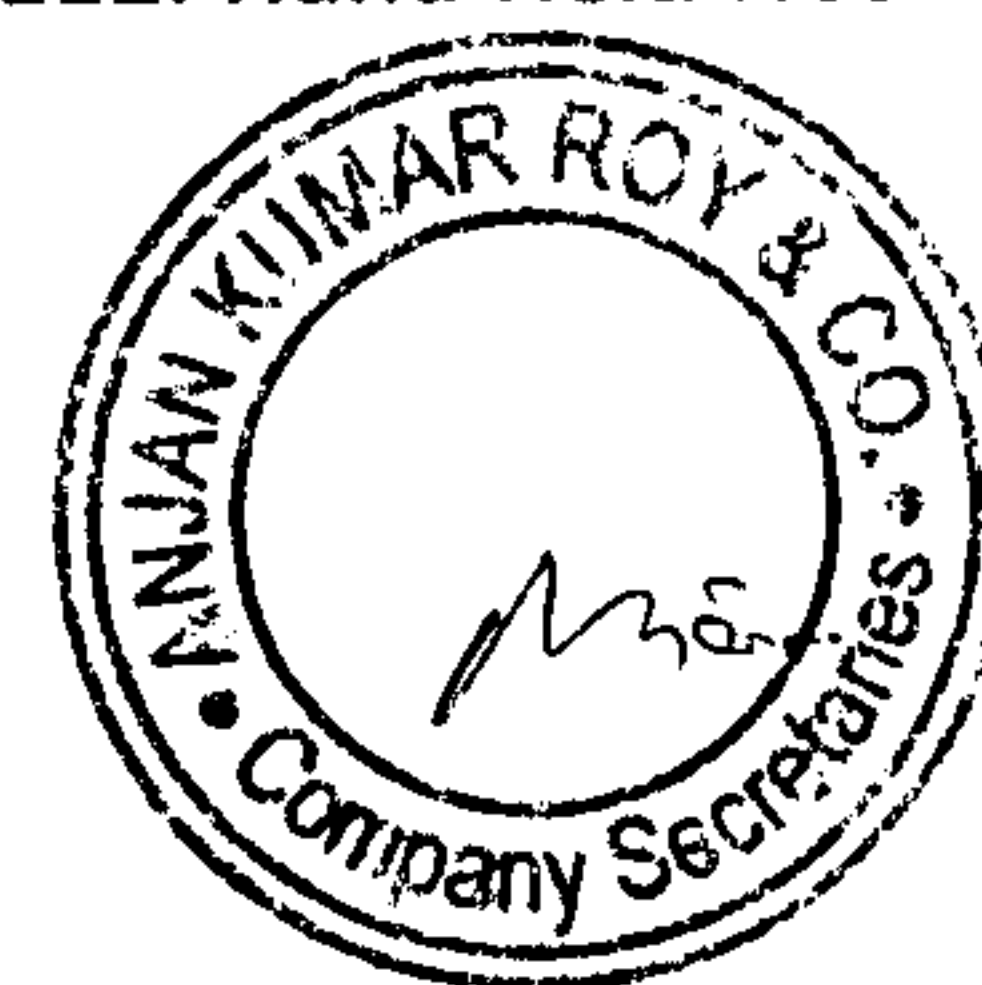
ii. Voted **against** the resolution:

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	110	0.0001%
Through Ballot	NIL	NIL	NIL
Total	2	110	0.0001%

iii. **Invalid** Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)
Remote E- voting	NIL	NIL
Through Ballot	3	176
Total	3	176

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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	41	68439822	99.99%
Through Ballot	5	801	0.001%
Total	46	68440623	99.99%

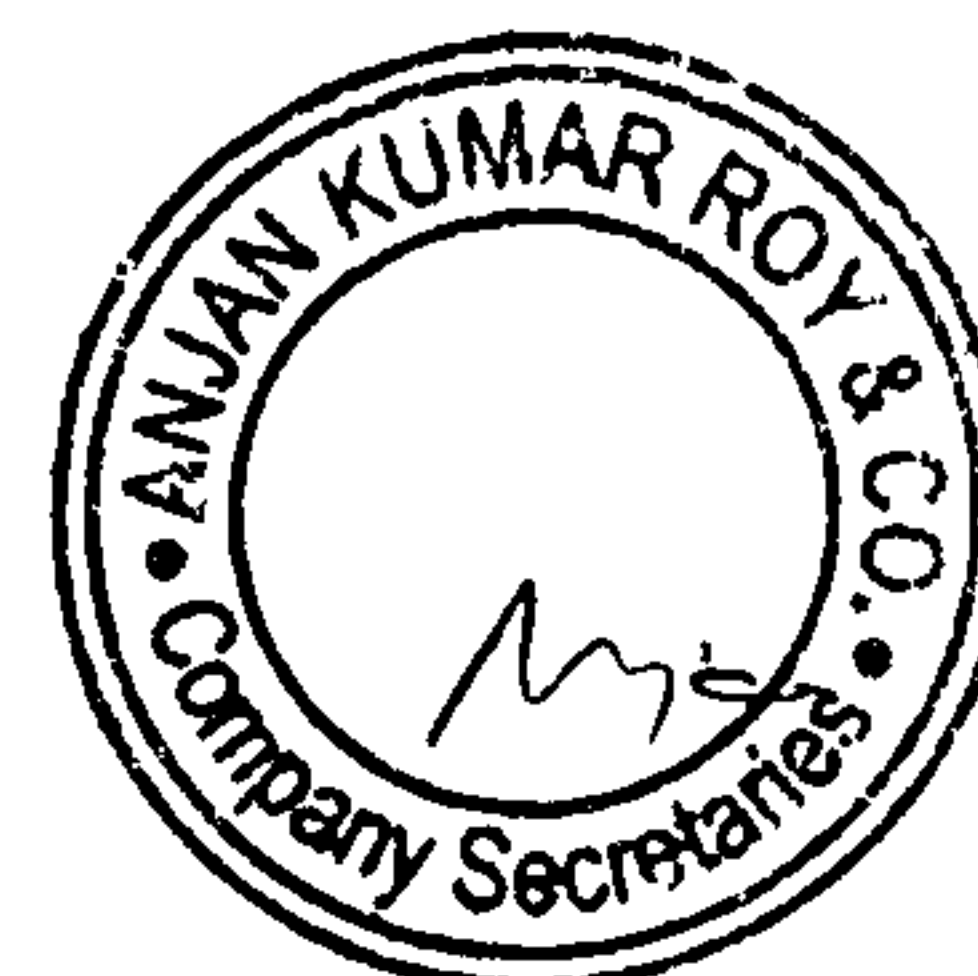
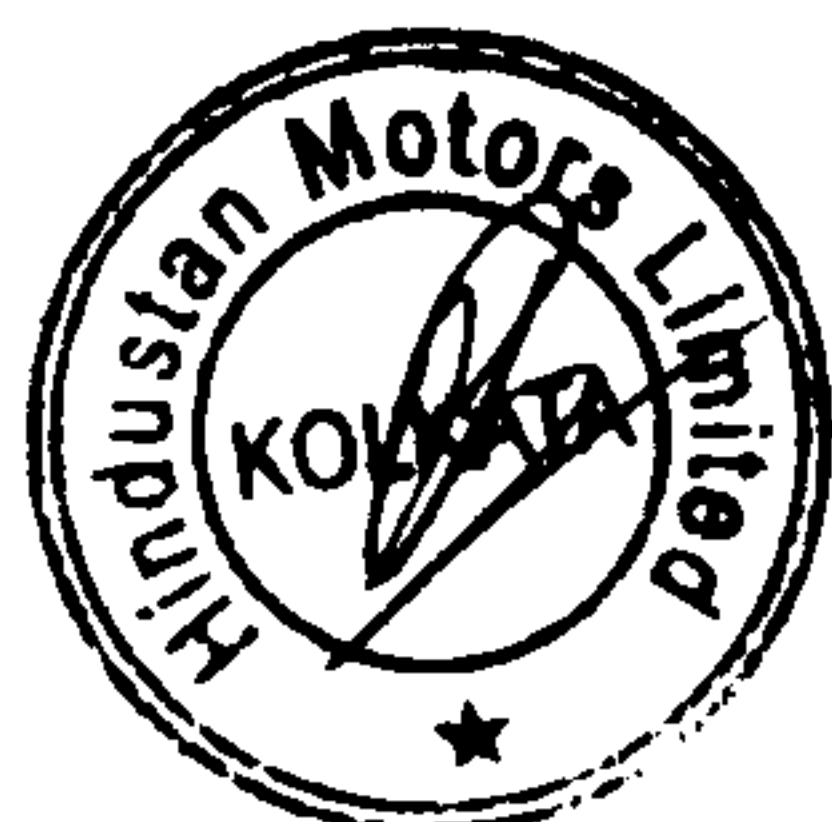
ii. Voted **against** the resolution:

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	610	0.0008%
Through Ballot	1	1	0.000001%
Total	4	611	0.0008%

iii. **Invalid** Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)
Remote E- voting	NIL	NIL
Through Ballot	3	176
Total	3	176

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- (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 related to their 75th AGM held on 22nd Day of September, 2017, of M/s. Hindustan Motors Limited.


A circular stamp with the text "Hindustan Motors Limited" around the top edge and "KOLKATA" in the center. There is a small star at the bottom.