

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 Limited
(formerly Hindustan Hardy Spicer Limited)
Plot No C-12, M.I.D.C. Area,
Ambad
Nashik - 422 010.

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 36th Annual General Meeting of Hindustan Hardy Limited (formerly Hindustan Hardy Spicer Limited) held at Plot No C-12, M.I.D.C. Area ,Ambad, Nashik - 422 010 on Wednesday, September 26 2018 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 Limited (formerly 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 proposed at the 36th Annual General Meeting (AGM) of Hindustan Hardy Limited (formerly Hindustan Hardy Spicer Limited) on Wednesday, September 26, 2018 at 2.30 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on September 26, 2018.

The notice dated August 10, 2018 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the shareholders in respect of the below mentioned resolutions proposed at the AGM of the Company.



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

The Company had also provided voting through ballot paper 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, September 19, 2018 were entitled to vote on the resolutions as contained in the Notice of the AGM.

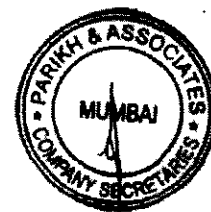
The voting period for remote e-voting commenced on Sunday, September 23, 2018 at 10.00 a.m. (IST) and ended on Tuesday, September 25, 2018 at 05:00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.

None of the shareholders present at the meeting cast their vote by a ballot paper. After the closure of the AGM, the vote cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and the voting through ballot paper at the venue of the meeting on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and the voting conducted through ballot paper at the venue of the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

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, 2018 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	9,91,208	99.95

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	500	0.05

(iii) Invalid votes:

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



Resolution 2: Ordinary Resolution

Appointment of Director in place of Mr. S.C. Saran (DIN 00032194), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

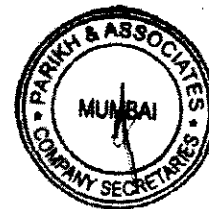
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
9	9,91,208	99.95

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	500	0.05

(iii) Invalid votes:

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



Resolution 3: Special Resolution

Reappointment of Ms. Devaki Saran (DIN 06504653) as the Whole - Time Director, designated as "Executive Director & Chief Financial Officer (CFO) of the Company for a period of three years with effect from August 14, 2018.

(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	9,91,208	99.95

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	500	0.05

(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 Mr. Vijay Pathak (DIN 02700611), as a Director of the Company.**

(i) Voted in favour of the resolution:

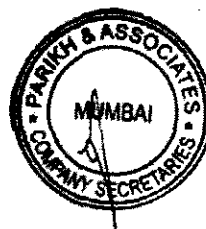
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
9	9,91,208	99.95

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	500	0.05

(iii) Invalid votes:

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



Resolution 5: Special Resolution

Appointment of Mr. Vijay Pathak (DIN 02700611), as a Whole-Time Director designated as Executive Director and Chief Operating Officer (COO) for a period of three years with effect from October 10, 2018.

(i) Voted in favour of the resolution:

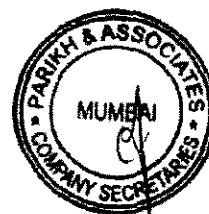
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
9	9,91,208	99.95

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	500	0.05

(iii) Invalid votes:

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



Resolution 6: Special Resolution**Alteration of Articles of Association of the Company.**

(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	9,91,208	99.95


(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	500	0.05

(iii) Invalid votes:

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

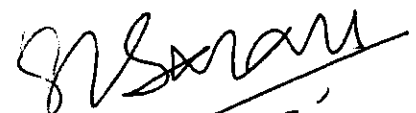
Thanking you,
Yours faithfully,


Jigyasa N. Ved
Parikh & Associates
Practising Company Secretaries
FCS: 6488 CP: 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: Nashik
Dated: September 26, 2018.

For Hindustan Hardy Limited



CHAIRMAN
26th September 2018

