Hindustan Motors

Registered Office :
Hindustan Motors Limited
Birla Building, 14th Floor
9/1, R. N. Mukherjee Road
Kolkata - 700 001

CIN-L34103WB1942PLC018967
T +91 033 22420932 (D) F +91 033 22480055
T +91 033 30573700 hmcosecy@hindmotor.com
T +91 033 30410900 www.hindmotor.com

August 17, 2015

1 The Manager, Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, 5th floor
Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (East)
Mumbai – 400 051
(Company Code : HINDMOTORS)

2 Corporate Relationship Dept.
BSE Limited
1st floor, New Trading Ring
Rotunda Building, P. J. Towers
Dalal Street, Fort
Mumbai – 400 001
(Company Code : 500500)

Sub: Seventy-third Annual General Meeting of the Company held on 14th August, 2015

Dear Sir

We wish to inform you that the Seventy-third Annual General Meeting of the equity shareholders of the Company was held as scheduled on August 14, 2015 and shareholders accorded their consent on the following business:-

1 Adoption of Audited Financial Statements together with Directors' Report and Auditors' Report thereon for the financial year ended 31st March, 2015
2 Appointment of Shri A. Sankaranarayanan (DIN-00385632) as Director, who retires by rotation and being eligible offers himself for re-appointment
3 Ratification of appointment of Messrs. Ray & Ray, Chartered Accountants (Registration No. 301072E) as Auditors of the Company
4 Appointment of Smt. Mou Mukherjee (DIN-03333993) as an Independent Director of the Company
5 Modification in the terms of issue of 20,53,00,000 10.25% Secured Non-convertible Debentures of ₹ 1/- each from non-transferable to transferable

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company had provided remote e-voting facility and voting through physical ballot at the meeting in respect of the business transacted at the 73rd Annual General Meeting. The remote e-voting commenced on August 10, 2015 at 9.00 a.m. and ended on August 13, 2015 at 5.00 p.m. The Company has appointed Shri Anjan Kumar Roy, FCS, Company Secretary in practice as the Scrutinizer for scrutinizing the aforesaid voting process in a fair and transparent manner.

The details of results are enclosed herewith pursuant to the provisions of the Companies Act, 2013.

We are enclosing herewith the Scrutinizer's Report relating to 'remote e-voting' and 'voting through Ballot at the meeting' in respect of all the resolutions contained in the Notice of 73rd Annual General Meeting of the Company.

Kindly take the above information for record.

Thanking you,

Yours faithfully,
For Hindustan Motors Limited

Tarun Kumar Kabra
Company Secretary

Encl : As above

Hindustan Motors

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T +91 033 30573700 hmcosecy@hindmotor.com
T +91 033 30410900 www.hindmotor.com

HINDUSTAN MOTORS LIMITED

The details of Voting Results (Remote e-voting and voting through ballot at the AGM) of the 73rd Annual General Meeting of Hindustan Motors Limited held on 14th August, 2015

Resolution No.	Description of Resolutions	Votes Cast in favour		Votes cast against		Result Declared
ORDINARY BUSINESS		No.of votes	Percentage	No.of votes	Percentage	
1	Adoption of Audited Financial Statements together with Directors' Report and Auditors' Report thereon for the financial year ended 31st March, 2015	76823765	99.9993	525	0.0007	Passed with requisite majority
2	Appointment of Shri A. Sankaranarayanan (DIN-00385632) as Director, who retires by rotation and being eligible offers himself for re-appointment	76823465	99.9989	825	0.0011	Passed with requisite majority
3	Ratification of appointment of Messrs. Ray & Ray, Chartered Accountants (Registration No. 301072E) as Auditors of the Company	76823865	99.9994	425	0.0006	Passed with requisite majority
SPECIAL BUSINESS						
4	Appointment of Smt. Mou Mukherjee (DIN-03333993) as an Independent Director of the Company	76823765	99.9993	525	0.0007	Passed with requisite majority
5	Modification in the terms of issue of 20,53,00,000 10.25% Secured Non convertible Debentures of ₹ 1 each from non-transferable to transferable	76823565	99.9991	725	0.0009	Passed with requisite majority

For Hindustan Motors Limited

Uttam Bose

Uttam Bose
Director
(Authorised Person)

Place : Kolkata
Date : 17th August, 2015

ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

To,

Date: 17/08/2015

Mr. Uttam Bose
Director,
Hindustan Motors Limited
Birla Building, 14th Floor,
9/1, Rajendra Nath Mukherjee Road,
Kolkata 700 001

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 73rd Annual General Meeting of M/s. Hindustan Motors Limited, held on 14th of August, 2015.

Dear Sir,

Please find enclosed herewith The Scrutinizer's Report, dated 17th August, 2015 on the "Remote E – Voting" and "Voting through Ballot at the meeting", in respect of the 73rd Annual General Meeting of M/s. Hindustan Motors Limited, held on 14th of August, 2015.

Regards,

FOR, **ANJAN KUMAR ROY & CO.**
Company Secretaries

ANJAN KUMAR ROY & CO. • Company Secretaries •

ANJAN KUMAR ROY
FCS
Scrutinizer for and in respect of the Remote E – Voting and voting through Ballot at the AGM of M/s. Hindustan Motors Limited related to their 73rd AGM held on 14th Day of August, 2015

Place: Kolkata
Enclosures: as above

Office Address : DPS Business Centre, 9A, Sebak Baidya Street, Kolkata- 700 029. E-mail: akroyco@yahoo.co.in/ anjanroy_2003@yahoo.co.in/anjankumarroyco@hotmail.com. Land Ph. No. 033 6542 0209. Hand Held Nos. 9830201949/9831891949.

ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

To,

Date: 17/08/2015

Mr. Uttam Bose
Director,
Hindustan Motors Limited
Birla Building, 14th Floor,
9/1, Rajendra Nath Mukherjee Road,
Kolkata 700 001

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 73rd Annual General Meeting of M/s. Hindustan Motors Limited, held on 14th of August, 2015

Dear Sir,

(A) I have been appointed as the Scrutinizer by **M/s. Hindustan Motors Limited** (**"the company"**, here in after), vide a resolution passed by the Board of Directors of the Company at their meeting held on the 25th Day of May, 2015 pursuant to Section 108 of the Companies Act 2013, read with the relevant rules and pursuant to Clause 35B of the Standard Listing Agreement with Stock Exchanges to carry out the scrutiny of the Remote E – Voting and voting through ballot at the aforesaid Annual General Meeting, for and in respect of the 05 resolutions, as mentioned herein below and as contained in the notice of the said Annual General Meeting ("**said AGM**", here in after).

(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 Clause 35B of the Standard Listing Agreement with Stock Exchanges, I have conducted the scrutiny of the aforesaid Remote E - Voting and Voting through Ballot at the said AGM, in respect of the aforesaid resolutions no. 01 to 05. I submit my report hereunder:

i. As per the information provided to me, by the officers of the Company, the Company has completed on 06th Day of July, 2015, the dispatch of the relevant notice dated 29th May, 2015, along with statement setting out material facts under section 102 of the Companies Act 2013, convening the said AGM, to the members of the Company by Courier. 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.

ii. The relevant notice of the said AGM, mentioned, *inter alia*, that the business might be transacted through Remote E - Voting system and through ballot/polling paper at the venue of the said AGM, the necessary facilities whereof were being provided by the Company.

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iii. I have been shown by the officers of the Company, the relevant advertisement of the said notice, in **"Business Standard"** and in **"Dainik Statesman"** published on Thursday, the 09th Day of July, 2015 containing the following information:

a. Statement that the business may be transacted by Remote E - Voting.

b. Statement that dispatch of notices of the said AGM was completed on 06th Day of July, 2015

c. Statement that the period of Remote E - Voting would commence at 9.00 A.M. on 10th Day of August, 2015 and ends at 5.00 P.M. on 13th Day of August, 2015.

d. Statement that the business may be transacted by voting through ballot/polling paper at the venue of the said 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 said AGM but would not be entitled to cast their votes once again.

f. The statement that Remote E - Voting shall not be allowed beyond the said date and time, as mentioned in (c.) above and that the Remote E - Voting module shall be disabled by M/s. Karvy Computershare Private Limited upon expiry of the said date and time, as mentioned in (c.).

g. Website address of the Company and of M/s. Karvy Computershare Private Limited ("Karvy", here in after), where notice of the said AGM was displayed.

h. Contact details, in case of queries/grievances connected with the Remote E - Voting.

iv. That to the best of my understanding, the Remote E - Voting for the aforesaid resolutions were open for 4 days i.e., from 9:00 A.M. on 10th Day of August, 2015 to 5:00 P.M. on 13th Day of August, 2015.

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 13th Day of August, 2015.

vi. That after the discussions on the above 05 resolutions at the said AGM were over, a facility for casting the vote by ballot/polling paper at the venue of the said AGM was provided to those members who wanted to cast their votes by said ballot/polling paper.

vii. That the said Remote E- Voting at portal, https://evoting.karvy.com was unblocked by me at 3.00 P. M. on 14th Day of August, 2015 that is after the voting by ballot/ polling paper 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. Shouvik Dawn

b. Mr. Ranjan Kumar Gupta

who are not in the employment of the Company and who have put their signatures alongside their names as above.

viii. The results, containing the detail of votes cast by Remote E - Voting mode, has been provided to me by 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 05 resolutions.

ix. The relevant details of the aforesaid Remote E - Voting process in respect of the aforesaid resolutions have been entered into a register, electronically as per the provisions of Rule 20(3)(xii) of the (Companies Management and Administration) Rules, 2014 read with section 108 of the Companies Act, 2013 and are available as on this day at the website https://evoting.karvy.com.

x. The cut-off date for determining eligibility to cast vote was on 07th Day of August, 2015 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 said AGM on the relevant resolutions.

(C) That the details of voting, through Remote E - Voting and through Ballot at the said AGM, in respect of the said 05 Resolutions, are as hereunder:

AS ORDINARY BUSINESS:

Item No. 1

To receive, consider and adopt the Audited Financial Statements of the Company together with the Directors' Report as also the Auditors' Report thereon for the financial year ended 31st March, 2015.

i. Voted in **favour** of the resolution:

Mode of Voting	Total No. of Voters (folios)	Total Voters (folios) in favour	Total no. of valid votes cast (One share, one vote basis)	Total no. of Valid Votes Cast in favour	% of total number of valid votes cast
Remote E- voting	53	53	76782543	76782543	99.9457
Through Ballot	21	11	41747	41222	0.0536
Total	74	64	76824290	76823765	99.9993

Office Address : DPS Business Centre, 9A, Sebak Baidya Street, Kolkata- 700 029. E-mail: akroyco@yahoo.co.in/ anjanroy_2003@yahoo.co.in/anjankumarroyco@hotmail.com. Land Ph. No. 033 6542 0209. Hand Held Nos. 9830201949/9831891949.

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ii. Voted **against** the resolution:

Mode of Voting	Total No. of Voters (folios)	Total Voters (folios) against	Total no. of valid votes cast (One share, one vote basis)	Total no. of Valid Votes Cast against	% of total number of valid votes cast
Remote E- voting	53	0	76782543	0	0.0000
Through Ballot	21	3	41747	525	0.0007
Total	74	3	76824290	525	0.0007

iii. **Invalid** Votes:

Mode of Voting	Total No. of Voters (folios)	Total no. of valid votes cast (One share, one vote basis)	Total no. of invalid Votes Cast	% of total number of Valid votes cast
Remote E- voting	53	76782543	N/A	N/A
Through Ballot	21	41747	767	0.0009
Total	74	76824290	767	0.0009

Item No. 2

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	Total No. of Voters (folios)	Total Voters (folios) in favour	Total no. of valid votes cast (One share, one vote basis)	Total no. of Valid Votes Cast in favour	% of total number of valid votes cast
Remote E- voting	53	51	76782543	76782243	99.9453

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Through Ballot	21	11	41747	41222	0.0536
Total	74	62	76824290	76823465	99.9989

ii. Voted **against** the resolution:

Mode of Voting	Total No. of Voters (folios)	Total Voters (folios) against	Total no. valid votes cast (One share, one vote basis)	Total no. of Valid Votes Cast against	% of total number of valid votes cast
Remote E- voting	53	2	76782543	300	0.0004
Through Ballot	21	3	41747	525	0.0007
Total	74	5	76824290	825	0.0011

iii. **Invalid** Votes:

Mode of Voting	Total No. of Voters (folios)	Total no. of valid votes cast (One share, one vote basis)	Total no. of Invalid Votes Cast	% of total number of valid votes cast
Remote E- voting	53	76782543	N/A	N/A
Through Ballot	21	41747	767	0.0009
Total	74	76824290	767	0.0009

Item No. 3

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**, relating to ratification of appointment of the Auditors of the Company:

"RESOLVED THAT pursuant to provisions of Section 139 of the Companies Act, 2013 and Rules made thereunder, the appointment of Messrs. Ray & Ray, Chartered Accountants (Registration No. 301072E), as

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Auditors of the Company approved in the seventy-second Annual General Meeting (AGM) held on 25th September, 2014 till the conclusion of seventy-seventh AGM be and is hereby ratified to hold office from the conclusion of the seventy-third AGM till the conclusion of seventy-fourth AGM and that Board of Directors of the Company be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with auditors and that such remuneration may be paid on a progressive billing basis to be agreed upon between the Auditors and the Board of Directors."

i. Voted in **favour** of the resolution:

Mode of Voting	Total No. of Voters (folios)	Total Voters (folios) in fovour	Total no. of valid votes cast (One share, one vote basis)	Total no. of Valid Votes Cast in favour	% of total number of valid votes cast
Remote E- voting	53	52	76782543	76782343	99.9454
Through Ballot	21	12	41747	41522	0.0540
Total	74	64	76824290	76823865	99.9994

ii. Voted **against** the resolution:

Mode of Voting	Total No. of Voters (folios)	Total Voters (folios) against	Total no. of valid votes cast (One share, one vote basis)	Total no. of Valid Votes Cast against	% of total number of valid votes cast
Remote E- voting	53	1	76782543	200	0.0003
Through Ballot	21	2	41747	225	0.0003
Total	74	3	76824290	425	0.0006

iii. **Invalid** Votes:

Mode of Voting	Total No. of Voters (folios)	Total no. of valid votes cast (One share, one vote basis)	Total no. of Invalid Votes Cast	% of total number of valid votes cast

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Remote E- voting	53	76782543	N/A	N/A
Through Ballot	21	41747	767	0.0009
Total	74	76824290	767	0.0009

AS SPECIAL BUSINESS:

Item No. 4

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Smt. Mou Mukherjee (DIN No.03333993) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30th March, 2015 and who holds office up to the date of the forthcoming Annual General Meeting under Section 161 of the Companies Act, 2013 ("the Act") and Article 86 of the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any modification(s) or re-enactment(s) thereof for the time being in force), Smt. Mou Mukherjee (DIN No.03333993), a Non-executive Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5(five) consecutive years from 30th March, 2015."

i. Voted in **favour** of the resolution:

Mode of Voting	Total No. of Voters (folios)	Total Voters (folios) in favour	Total no. of valid votes cast (One share, one vote basis)	Total no. of Valid Votes Cast in favour	% of total number of valid votes cast
Remote E- voting	53	51	76782543	76782243	99.9453

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ANJAN KUMAR ROY & CO. Company Secretaries

Through Ballot	21	12	41747	41522	0.0540
Total	74	63	76824290	76823765	99.9993

ii. Voted **against** the resolution:

Mode of Voting	Total No. of Voters (folios)	Total Voters (folios) against	Total no. of valid votes cast (One share, one vote basis)	Total no. of Valid Votes Cast against	% of total number of valid votes cast
Remote E-voting	53	2	76782543	300	0.0004
Through Ballot	21	2	41747	225	0.0003
Total	74	4	76824290	525	0.0007

iii. **Invalid** Votes:

Mode of Voting	Total No. of Voters (folios)	Total no. of valid votes cast (One share, one vote basis)	Total no. of Invalid Votes Cast	% of total number of valid votes cast
Remote E- voting	53	76782543	N/A	N/A
Through Ballot	21	41747	767	0.0009
Total	74	76824290	767	0.0009

Item No. 5

Special Resolution:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a

"RESOLVED THAT, 20,53,00,000 - 10.25% Secured Non-Convertible Debentures of Rs. 1/- each ("Debentures") issued to lenders pursuant to the Special Resolution approved at the seventy-second

Office Address : DPS Business Centre, 9A, Sebak Baidya Street, Kolkata- 700 029. E-mail: akroyco@yahoo.co.in/ anjanroy_2003@yahoo.co.in/anjankumarroyco@hotmail.com. Land Ph. No. 033 6542 0209. Hand Held Nos. 9830201949/9831891949.

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Annual General Meeting of the Company held on 25th September, 2014 be made transferable and the terms of issue of the Debentures be modified accordingly to that extent.

RESOLVED FURTHER THAT the Board of Directors including any Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable and to settle any question that may arise thereto in order to give effect to the aforesaid resolution."

i. Voted in **favour** of the resolution:

Mode of Voting	Total No. of Voters (folios)	Total Voters (folios) in favour	Total no. of valid votes cast (One share, one vote basis)	Total no. of Valid Votes Cast in favour	% of total number of valid votes cast
Remote E-voting	53	52	76782543	76782343	99.9454
Through Ballot	21	11	41747	41222	0.0537
Total	74	63	76824290	76823565	99.9991

ii. Voted **against** the resolution:

Mode of Voting	Total No. of Voters (folios)	Total Voters (folios) against	Total no. of valid votes cast (One share, one vote basis)	Total no. of Valid Votes Cast against	% of total number of valid votes cast
Remote E-voting	53	1	76782543	200	0.0002
Through Ballot	21	3	41747	525	0.0007
Total	74	4	76824290	725	0.0009

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iii. **Invalid** Votes:

Mode of Voting	Total No. of Voters (folios)	Total no. of valid votes cast (One share, one vote basis)	Total no. of Invalid Votes Cast	% of total number of valid votes cast
Remote E- voting	53	76782543	N/A	N/A
Through Ballot	21	41747	767	0.0009
Total	74	76824290	767	0.0009

(D) A comprehensive chart showing the details of votes cast through Remote E Voting and voting through Ballot at the AGM of the Company is attached with this report as **Annexure A.**

(E) 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 at the 73rd AGM of M/s. Hindustan Motors Limited held on 14th Day of August, 2015

Office Address : DPS Business Centre, 9A, Sebak Baidya Street, Kolkata- 700 029. E-mail: akroyco@yahoo.co.in/ anjanroy_2003@yahoo.co.in/anjankumarroyco@hotmail.com. Land Ph. No. 033 6542 0209. Hand Held Nos. 9830201949/9831891949.

ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

"Annexure A"

M/s. Hindustan Motors Limited

Voting by ballots at the Annual General Meeting held on 14/08/2015

Remote E Voting during the period 10/08/2015 to 13/08/2015

Comprehensive results of Remote E Voting and voting through Ballot at the AGM

Resolution No.	No. of Voters (Folio) Valid	No. of Shares /votes held	No. of Shares /votes exercised	No. of Shares/votes exercised in favour	No. of Shares/ Votes exercised in against	Total % of votes, cast in favour (Valid Votes)	Total % of votes, cast against (Valid Votes)
1	74	76824292	76824290	76823765	525	99.9993	0.0007
2	74	76824292	76824290	76823465	825	99.9989	0.0011
3	74	76824292	76824290	76823865	425	99.9994	0.0006
4	74	76824292	76824290	76823765	525	99.9993	0.0007
5	74	76824292	76824290	76823565	725	99.9991	0.0009

Statement of Invalid votes

Resolution Number	Number of Voters (folios) declared invalid	Number of votes contained
1	7	767
2	7	767
3	7	767
4	7	767
5	7	767

Office Address : DPS Business Centre, 9A, Sebak Baidya Street, Kolkata- 700 029. E-mail: akroyco@yahoo.co.in/ anjanroy_2003@yahoo.co.in/anjankumarroyco@hotmail.com. Land Ph. No. 033 6542 0209. Hand Held Nos. 9830201949/9831891949.

ANJAN KUMAR ROY & CO. Company Secretaries