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

September 23, 2016

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-fourth Annual General Meeting of the Company held on 21st September, 2016

Dear Sir

We wish to inform you that the Seventy-fourth Annual General Meeting of the equity shareholders of the Company was held as scheduled on September 21, 2016 and shareholders accorded their consent on the following business:-

1 (a) Adoption of 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, 2016; and
(b) Adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016 and the Report of the Auditors thereon.

2 Appointment of Shri Uttam Bose (DIN-02340000) 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 Service of each document, if requested by any member, through a particular mode either by post or by registered post or by speed post or by courier be made on payment of Rs.50/- in advance

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 74th Annual General Meeting. The remote e-voting commenced on September 17, 2016 at 9.00 a.m. and ended on September 20, 2016 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 74th Annual General Meeting of the Company.

Kindly take the above information for record.

Thanking you,

Yours faithfully,
For Hindustan Motors Limited

Sanu Agarwal
Company Secretary

Encl : As above

Hindustan Motors

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HINDUSTAN MOTORS LIMITED

The details of Voting Results (Remote e-voting and voting through ballot at the AGM) of the 74th Annual General Meeting of Hindustan Motors Limited held on 21st September, 2016

Date of AGM	21st September, 2016
Total number of shareholders on record date	126247
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	 16 1220
No. of shareholders attended the meeting through Video Conferencing Promotes and Promoter Group: Public:	 Not Applicable Not Applicable

Agenda-wise disclosure

ORDINARY BUSINESS

Item No.1 - (a) Adoption of 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, 2016; and (b) Adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016 and the Report of the Auditors thereon.

Resolution Required:	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution:	Not Applicable

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% 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	67473254	67473254	100	67473254	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	Total		67473254	100	67473254	0	100	0
Public- Institution	E-Voting	15940389	936500	5.8750	936500	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	Total		936500	5.8750	936500	0	100	0
Public- Non Institution	E-Voting	125245650	965936	0.7712	965926	10	99.9989	0.0010
	Poll		68982	0.0551	28382	40600	41.1440	58.8559
	Postal Ballot (If applicable)		0	0	0	0	0	0
	Total		1034918	0.8261	994308	40610	96.0760	3.9240
Total		208659293	69444672	33.2814	69404062	40610	99.9415	0.0585

Item No.2 - Appointment of Shri Uttam Bose (DIN-02345000) as Director, who retires by rotation and being eligible offers himself for re-appointment

Resolution Required:	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution:	Not Applicable

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% 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	67473254	67473254	100	67473254	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	Total		67473254	100	67473254	0	100	0
Public- Institution	E-Voting	15940389	936500	5.8750	936500	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	Total		936500	5.8750	936500	0	100	0
Public- Non Institution	E-Voting	125245650	965936	0.7712	965626	310	99.9679	0.0320
	Poll		68982	0.0551	28382	40600	41.1440	58.8559
	Postal Ballot (If applicable)		0	0	0	0	0	0

Hindustan Motors Limited KOLKATA

Hindustan Motors

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	Total		1034918	0.8263	994008	40910	96.047	3.953
Total		208659293	69444672	33.2814	69403762	40910	99.9411	0.0589

Item No.3 - Ratification of appointment of Messrs. Ray & Ray, Chartered Accountants (Registration No. 301072E) as Auditors of the Company

Resolution Required:	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution:	Not Applicable

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% 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	67473254	67473254	100	67473254	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	Total		67473254	100	67473254	0	100	0
Public- Institution	E-Voting	15940389	936500	5.8750	936500	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	Total		936500	5.8750	936500	0	100	0
Public- Non Institution	E-Voting	125245650	965936	0.7712	965726	210	99.9782	0.0217
	Poll		68982	0.0551	28382	40600	41.1440	58.8559
	Postal Ballot (If applicable)		0	0	0	0	0	0
	Total		1034918	0.8263	994108	40810	96.0567	3.9433
Total		208659293	69444672	33.2814	69403862	40810	99.9412	0.0588

SPECIAL BUSINESS

Item No.4 - Service of each document, if requested by any member, through a particular mode either by post or by registered post or by speed post or by courier be made on payment of Rs.50/- in advance

Resolution Required:	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution:	Not Applicable

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% 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	67473254	67473254	100	67473254	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	Total		67473254	100	67473254	0	100	0
Public- Institution	E-Voting	15940389	936500	5.8750	936500	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	Total		936500	5.8750	936500	0	100	0
Public- Non Institution	E-Voting	125245650	965936	0.7712	965626	310	99.9679	0.0320
	Poll		68982	0.0551	28182	40800	40.8541	59.1458
	Postal Ballot (If applicable)		0	0	0	0	0	0
	Total		1034918	0.8263	993808	41110	96.0277	3.9723
Total		208659293	69444672	33.2814	69403562	41110	99.9408	0.0592

For Hindustan Motors Limited

A. Sankaranarayanan
Director & Chairman of the Meeting

Place : Kolkata
Date : 22nd September, 2016

Hindustan Motors Limited KOLKATA

ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

To,

Date: 22/09/2016

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

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 74th Annual General Meeting of M/s. Hindustan Motors Limited, held on 21st Day of September, 2016.

Dear Sir,

Please find enclosed herewith the Scrutinizer's Report, dated 22nd September, 2016 on the "Remote E – Voting" and "Voting through Ballot at the meeting", in respect of the 74th Annual General Meeting of **M/s. Hindustan Motors Limited, held on 21st Day of September, 2016.**

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 at the AGM of M/s. Hindustan Motors Limited, related to their 74th AGM held on 21st Day of September, 2016.

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/aniankumarroyco@hotmail.com. Land Ph. No. 033 2475 0112. Hand Held Nos. 9830201949/9831891549.

ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

To,

Date: 22/09/2016

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

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 74th Annual General Meeting of M/s. Hindustan Motors Limited, held on 21st Day of September, 2016.

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 25th Day of May, 2016, to carry out the scrutiny of the Remote E - Voting and Voting through Ballot at the 74th Annual General Meeting (**"aforesaid AGM", hereinafter**) of the company held on 21/09/2016, 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) 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 4 as contained in the aforesaid Notice dated 1st day of June, 2016. I submit my report hereunder:

i. As per the information and documents provided to me, by the officers of the Company, the Company has completed on 12th Day of August, 2016, the dispatch (through courier service) of the relevant notice dated 1st day of June, 2016 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.

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 2475 0112. Hand Held Nos. 9830201949/9831891949.

Hindustan Motors Limited KOLKATA

ANJAN KUMAR ROY Company Secretaries

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 **"Dainik Statesman"** published on Tuesday, the 23rd Day of August, 2016 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 12th day of August, 2016.

c. Statement that the period of Remote E - Voting would start at 9.00 A.M. on 17th Day of September, 2016 and ends at 5.00 P.M. on 20th Day of September, 2016.

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 20th Day of September, 2016.

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 17th of September, 2016 to 5:00 P.M. on 20th of September, 2016.

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 20th Day of September, 2016.

vi. That after the discussions on the above 4 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 11.59 A.M. on 21st Day of September, 2016, 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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Hindustan Motors Limited KOLKATA

ANJAN KUMAR ROY & CO. Company Secretaries

a. Mr. Sourav Kumar Lal Sourav Kumar Lal

b. Ms. Deepika Bhutra Deepika Bhutra

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 4 resolutions.

ix. The cut-off date for determining eligibility to cast vote was on 14th Day of September, 2016 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 4 Resolutions, are as hereunder:

Item No. 1

Ordinary Business

Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company together with the Directors' Report as also the Auditors' Report thereon for the financial year ended 31st March, 2016.

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	69375680	100%
Through Ballot	20	28382	41.14%
Total	61	69404062	99.94%

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 2475 0112. Hand Held Nos. 9830201949/9831891949.

Hindustan Motors Limited KOLKATA

ANJAN KUMAR ROY & CO. 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	1	10	0
Through Ballot	2	40600	58.85%
Total	3	40610	0.06%

iii. **Invalid** Votes:

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	N/A	N/A	-
Through Ballot	5	981	0.0014%
Total	5	981	0.0014%

Item No. 2

Ordinary Business

Ordinary Resolution

To appoint a Director in place of Shri Uttam Bose (DIN – 02340000) 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	39	69375380	99.99%
Through Ballot	20	28382	41.14%
Total	59	69403762	99.94%

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Hindustan Motors Limited KOLKATA

ANJAN KUMAR ROY & CO. 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	3	310	0.0004%
Through Ballot	2	40600	58.85%
Total	5	40910	0.06%

iii. **Invalid** Votes:

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	N/A	N/A	-
Through Ballot	5	981	0.0014%
Total	5	981	0.0014%

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	40	69375480	99.99%
Through Ballot	20	28382	41.14%
Total	60	69403862	99.94%

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Hindustan Motors Limited KOLKATA

ANJAN KUMAR ROY & CO. 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	210	0.0003%
Through Ballot	2	40600	58.85%
Total	4	40810	0.06%

iii. **Invalid** Votes:

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	N/A	N/A	-
Through Ballot	5	981	0.0014%
Total	5	981	0.0014%

Item No. 4

Special Business

Ordinary Resolution

Resolution under Section 20 of the Companies Act 2013, in respect of Service of any document to members on requisition through a particular mode .

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	39	69375380	99.99%
Through Ballot	19	28182	40.85%
Total	58	69403562	99.94%

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Hindustan Motors Limited KOLKATA

ANJAN KUMAR ROY & CO. 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	3	310	0.0004%
Through Ballot	3	40800	59.15%
Total	6	41110	0.05%

iii. **Invalid Votes:**

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	N/A	N/A	-
Through Ballot	5	981	0.0014%
Total	5	981	0.0014%

(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 at the AGM of M/s. Hindustan Motors Limited, related to their 74th AGM held on 21st Day of September, 2016.

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 2475 0112. Hand Held Nos. 9830201949/9831891949.

Hindustan Motors Limited KOLKATA