



Hindustan Hardy Spicer Limited

Regd. Office & Plant.

Plot No. C-12, MIDC. Area, Ambad,
Nashik-422 010. Maharashtra, India.

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Website : <http://www.hhspicer.com>

CIN : L29300MH11982PLC028498

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RESULT OF VOTING THROUGH ELECTRONIC MEANS 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 AND VOTING AT THE ANNUAL GENERAL MEETING OF THE COMPANY HELD ON SEPTEMBER 08, 2015

The 33rd Annual General Meeting of the Company was held on September 08, 2015 at No. C-12, M.I.D.C. Area, Ambad, Nashik - 422 010.

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 Company had also sent Physical Ballot papers to the shareholders who may not have access to electronic voting facility. The e-Voting process was carried out by the Company between September 05, 2015 to September 07, 2015 with record date for determining shareholders being September 01, 2015. Similarly last date for receiving Physical Ballot papers by scrutinizer was also fixed as September 07, 2015

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 or by physical ballot to cast their vote in the Ballot Box kept here.

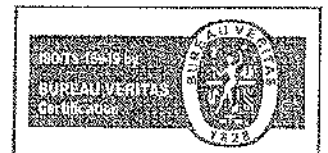
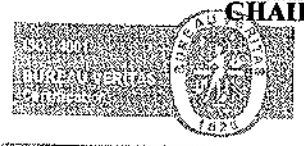
The report of the Scrutinizer of the consolidated results of the votes cast through remote e-voting, physical ballot and voting at the meeting is enclosed.

The following resolutions were passed unanimously:

1. Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2015, together with the Reports of the Board of Directors and the Auditors thereon. (Ordinary Resolution)
2. Re-appointment of Mr. S. C. Saran (DIN 00032194) as Director of the Company (Ordinary Resolution)
3. Re-appointment of J. L. Bhatt & Co., Chartered Accountants, as the auditors of the Company (Ordinary Resolution)
4. Appointment of Mr. Sharad Jain (DIN 06988659) as Director of the Company (Ordinary Resolution)
5. Appointment of Mr. Richard George Koszarek (DIN 00740800) as an Independent Director of the Company w.e.f. August 14, 2014 to August 13, 2019. (Ordinary Resolution)
6. Appointment of Ms. Devaki Saran (DIN 06504653) as a Director of the Company. (Ordinary Resolution)
7. Appointment of Ms. Devaki Saran (DIN 06504653) as Whole-Time Director designated as Executive Director and Chief Financial Officer of the Company for a period of three years w.e.f. August 14, 2014. (Special Resolution)
8. Payment of monthly remuneration of Rs. 1,50,000/- to Mr. S.C. Saran (DIN 00032194), Director of the Company for a further Period of three years w.e.f. April 01, 2015 to March 31, 2018. (Special Resolution)
9. Adoption of New set of Articles of Association (Special Resolution)

For Hindustan Hardy Spicer Limited

S.C. SARAN
CHAIRMAN



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/physical ballot forms 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 at the Annual General Meeting of Hindustan Hardy Spicer Limited held on Tuesday, September 8, 2015 at 2:30 p.m.

I, Ms. 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 by Companies (Management and Administration) Amendment Rules, 2015, to conduct the remote e-voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of Hindustan Hardy Spicer Limited held on Tuesday, September 8, 2015 at 2:30 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on September 8, 2015.

The Notice dated July 20, 2015 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 Annual General Meeting 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 has also provided voting by physical ballot forms to the members who do not have access to remote e-voting facility.

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 or by physical ballot.



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The shareholders of the company holding shares as on the "cut-off" date of September 1, 2015 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Saturday, September 5, 2015 (10.00 a.m IST) and ended on Monday, September 7, 2015 (5:00 p.m IST) and the NSDL e-voting platform was blocked thereafter.

After the closure of the voting at the Annual General Meeting, the report on voting done at the meeting was generated in my presence and the voting 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 Annual General Meeting the votes cast there under were counted. Votes cast through Physical ballot forms received up to Monday, September 7, 2015 (5.00 p.m. IST) were also considered.

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 the ballot forms received respectively.

I now submit my consolidated Report as under on the result of the remote e-voting/physical ballot forms and voting at the meeting 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, 2015, 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 votes cast by them	% of total number of valid votes cast
10	600775	100.00

(ii) Voted against the resolution:

Number of members voted	Number of 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 votes cast by them
NIL	NIL



Resolution 2: Ordinary Resolution

Appointment of a Director in place of Mr. S. C. Saran (DIN 00032194), who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
10	600775	100.00

(ii) Voted against the resolution:

Number of members voted	Number of 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 votes cast by them
NIL	NIL



Resolution 3 : Ordinary Resolution

Re-appointment of M/s. J. L. Bhatt & Co., Chartered Accountants, Mumbai, (ICAI Registration No. 101332W), as auditors of the company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting and to authorise the Board to fix their remuneration.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
10	600775	100.00

(ii) Voted against the resolution:

Number of members voted	Number of 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 votes cast by them
NIL	NIL



Resolution 4: Ordinary Resolution**Appointment of Mr. Sharad Jain (holding DIN 06988659) as a Director of the Company.**

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
10	600775	100.00

(ii) Voted against the resolution:

Number of members voted	Number of 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 votes cast by them
NIL	NIL



Resolution 5: Ordinary Resolution

Appointment of a Mr. Richard George Koszarek (DIN 00740800) as a Director / Independent Director of the Company w.e.f. August 14, 2014 to August 13, 2019.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
10	600775	100.00

(ii) Voted against the resolution:

Number of members voted	Number of 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 votes cast by them
NIL	NIL



Resolution 6: Ordinary Resolution

Appointment of Ms. Devaki Saran (DIN 06504653) as a Director of the Company.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
10	600775	100.00

(ii) Voted against the resolution:

Number of members voted	Number of 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 votes cast by them
NIL	NIL



Resolution 7: Special Resolution

Appointment of Ms. Devaki Saran (DIN 06504653) as Whole-Time Director designated as Executive Director and Chief Financial Officer of the Company for a period of three years w.e.f. August 14, 2014.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
10	600775	100.00

(ii) Voted against the resolution:

Number of members voted	Number of 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 votes cast by them
NIL	NIL



Resolution 8: Special Resolution

Payment of monthly remuneration of Rs.1,50,000/-to Mr. S.C. Saran (DIN 00032194), Director of the Company for a further period of three years w.e.f. April 01, 2015 to March 31, 2018.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
10	600775	100.00

(ii) Voted against the resolution:

Number of members voted	Number of 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 votes cast by them
NIL	NIL



Resolution 9: Special Resolution**Adoption of New set of Articles of Association**

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
10	600775	100.00


(ii) Voted against the resolution:

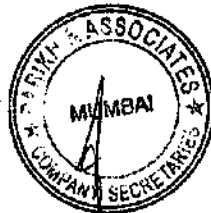
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A

(iii) Invalid votes:

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

Thanking you,
Yours faithfully,


Ms. Jigyasa N. Ved
Parikh & Associates
Practising Company Secretaries
FCS: 6488 CP No.: 6018
111, 11th Floor, SaiDwar CHS Ltd
Sab TV Lane, Opp. Laxmi Indl. Estate,
Off Link Road, Above Shabari Restaurant,
Andheri West, Mumbai - 400053



For Hindustan Hardy Spicer Limited.


S. C. SARAN
Chairman.

Place: Mumbai
Dated: 09/09/2015