

**Regd. Office & Plant.**

Plot No. C-12, M.I.D.C. Area, Ambad,  
Nashik-422 010. Maharashtra, INDIA.

Tel : (0253) 2382118  
TaleFax : 91-0253-2382528  
Website : www.hhardys.com  
CIN : L29300MH1982PLC028498

# Hindustan Hardy Limited

( Formerly known as Hindustan Hardy Spicer Limited )

15<sup>th</sup> September, 2023

To,  
Market Operation-DCS-CRD  
BSE LIMITED  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400001

Dear Sirs,

Scrip code: 505893

**Sub: Brief Proceedings and Disclosure of Voting Results and Outcome of the 41<sup>st</sup> Annual General Meeting (AGM) of the Company under regulation 44 and regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

In compliance with the provisions of the Companies Act, 2013 ('Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and pursuant to the General Circular dated April 8, 2020 and April 13, 2020, May 5, 2020 and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 by Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars'), the AGM of the Company was held today i.e. on Friday, 15<sup>th</sup> September 2023 at 02:30 p.m. and concluded at 03.08 pm through Video Conferencing ('VC') facility or other audio visual means ('OAVM'), without the physical presence of the Members at a common venue to transact the business as stated in the Notice convening the AGM.

In Compliance with the provisions of Regulations 44(3) of the LODR, Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules 2014 as amended, the Company had provided e-voting facility to all its members to enable them to cast their vote on all matters listed in the Notice convening the Annual General Meeting through electronic means (remote e-voting) during the period commencing from Tuesday, 12<sup>th</sup> September 2023 at (10.00 a.m.) and ended on Thursday, 14<sup>th</sup> September, 2023 at (5:00 p.m.).

The Company had also provided voting facility through e-voting to the members present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.

We wish to inform you that all the resolutions contained in the Notice of the Annual General Meeting dated August 11, 2023 were approved by the Members.



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In this Connection, please find enclosed the following:

- A) Details regarding the brief proceedings of the Annual General Meeting (AGM) of the Company pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- B) Details regarding the voting results of the business transacted at the said AGM in the prescribed format pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- C) Consolidated Report of the Scrutinizer on remote e-voting and e-voting conducted during the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, each as amended.

Details regarding the voting results of the business transacted at the said AGM in the prescribed format pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are also being submitted in the prescribed format.

The above are also being uploaded on the Company's website [www.hhardys.com](http://www.hhardys.com) and is also being made available on the website of the National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

You are requested to take a note of the same.

Thanking you,

Yours faithfully  
For Hindustan Hardy Limited

**Sunita**

**Baban Nisal**

Sunita Nisal  
Company Secretary  
ACS:49122

Digitally signed by  
Sunita Baban Nisal  
Date: 2023.09.15  
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Encl: a/a



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CIN : L29300MH1982PLC028498

Date: 15<sup>th</sup> September, 2023

To,  
Market Operation-DCS-CRD  
BSE Ltd.  
Phiroze Jeejeebhoy Tower,  
Dalal Street, MUMBAI - 400001

Scrip code: 505893

**Sub.: PROCEEDINGS OF AGM HELD ON SEPTEMBER 15, 2023**

Dear Sirs,

This is to inform you that the 41<sup>st</sup> Annual General Meeting (AGM) of the Company was held on Friday, September 15, 2023.

The Chairman welcomed the Shareholders to the Meeting and on requisite quorum being present, called the Meeting to order.

Mr. S.C. Saran Chairman, Mr. Vijay Patak Executive Director and COO and Ms. Devaki Saran Executive Director and CFO attended the meeting

Mr. Navroze Marshall-Independent Director, Mr. Richard Koszarek-Independent Director, Mr. Sanjiv Bhasin-Independent Director and Mr. Jehangir H.C Jehangir-Independent Director were unable to attend the meeting due to Travel /other Pre-occupations.

The representatives of Statutory Auditors, and Secretarial Auditors were also present at the Meeting through VC.

In Compliance with the provisions of Regulations 44(3) of the LODR, Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules 2014 as amended, the Company had provided voting facility to all its members to enable them to cast their vote on all matters listed in the Notice convening the AGM through electronic means (remote e-voting) between Tuesday, 12<sup>th</sup> September 2023 at (10.00 a.m.) and ended on Thursday, 14<sup>th</sup> September 2023 at (5:00 p.m.) with cut-off date for determining shareholders being Friday, September 08, 2023. The Company also provided opportunity to shareholders attending the AGM and who had not already cast their vote, to vote on the resolutions through evoting during the AGM.

Members who attended the Meeting were given an opportunity to ask questions and seek clarification(s). The Chairman appropriately responded to the questions raised by them.



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The e-voting facility was kept open for thereafter for next 15 minutes to enable the shareholders to cast their votes. The meeting concluded at 3.08 p.m.

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

The following resolutions were passed with requisite majority:

1. Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.
2. Declaration of Dividend of Rs. 2.20/- per share on the Equity shares of the Company for the financial year ended March 31, 2023.
3. Appointment of Director in place of Mr. Vijay Pathak (DIN 02700611), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.

The voting results on the above resolutions are being communicated to the Exchanges along with the consolidated Scrutinizer's Report both on remote e-voting and e-voting at the aforesaid AGM within the stipulated time. The same shall also be placed on the Company's website and the website of NSDL.

Thanking You,

Yours faithfully,  
For Hindustan Hardy Limited

**Sunita**

**Baban Nisal**

Sunita Nisal

Company Secretary

ACS:49122

Digitally signed by  
Sunita Baban Nisal  
Date: 2023.09.15  
19:06:09 +05'30'



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Brief details of the items considered at the 41<sup>st</sup> Annual General Meeting held on Friday, September 15, 2023 and the results

Sr no	Agenda	Resolution required	Mode of Voting	Results
1.	To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023, together with the reports of the Board of Directors and, Auditors thereon.	Ordinary Resolution	Remote Evoting and E-voting during the AGM	Passed unanimously
2.	To declare dividend on equity shares of the Company	Ordinary Resolution	Remote E-voting and Evoting during the AGM	Passed unanimously
3.	To appoint a Director in place of Mr. Vijay Pathak (DIN 02700611), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution	Remote E-voting and Evoting during the AGM	Passed unanimously

Yours faithfully  
For Hindustan Hardy Limited

**Sunita Baban Nisal**  
Digitally signed by  
Sunita Baban Nisal  
Date: 2023.09.15  
19:06:28 +05'30'  
Sunita Nisal  
Company Secretary  
ACS:49122

To,  
Mr. S. C. Saran  
Chairman of the 41<sup>st</sup> Annual General Meeting  
Hindustan Hardy Limited

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting before the 41<sup>st</sup> Annual General Meeting ('AGM') of Hindustan Hardy Limited held on Friday, September 15, 2023 at 2.30 p.m. (IST) through video conferencing ('VC') / other audio visual means ('OAVM') and remote e-voting during the AGM, 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 Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')**

I, Ms. Jigyasa N. Ved, of M/s. Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of **Hindustan Hardy 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 41<sup>st</sup> Annual General Meeting ('AGM') of Hindustan Hardy Limited on Friday, September 15, 2023 at 2.30 p.m. (IST) through VC/ OAVM.

I was also appointed as Scrutinizer to scrutinize the remote e-voting process during the AGM.

The Notice dated August 11, 2023, convening the AGM, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions to be passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with Circulars dated April 8, 2020, April 13, 2020 and subsequent circulars issued in this regard the latest being December 28, 2022 (collectively referred to as 'MCA Circulars') and SEBI Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023.

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.

Continuation Sheet

The voting period for remote e-voting commenced on Tuesday, September 12, 2023 at 10.00 a.m. and ended on Thursday, September 14, 2023 at 5.00 p.m. (IST) and the NSDL e-voting platform was disabled thereafter.

The Company had also provided remote e-voting facility to the Shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The Shareholders of the Company holding shares as on the 'cut-off' date of Friday, September 8, 2023 were entitled to vote on the resolutions forming part of the Notice of the AGM.

After the closure of e-voting at the AGM, the report on remote e-voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted.

I have scrutinized and reviewed the remote e-voting prior to and during the AGM and votes cast 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 prior to and during the AGM on the resolutions forming part of the Notice of the AGM.

My responsibility as a scrutinizer for the remote e-voting 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 prior to and during 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, 2023, together with the Reports of the Board of Directors and 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
22	9,92,344	100.00

(ii) Voted against the resolution:

Number of members voted	Number of valid 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 invalid votes cast by them
Nil	Nil



## Resolution 2: Ordinary Resolution

Declaration of dividend on equity shares for the Financial year ended March 31, 2023.

(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
22	9,92,344	100.00

(ii) Voted against the resolution:

Number of members voted	Number of valid 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 invalid votes cast by them
Nil	Nil

## Resolution 3: Ordinary Resolution

Appointment of a Director in place of Mr. Vijay Pathak (DIN 02700611) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment.

(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
22	9,92,344	100.00

(ii) Voted against the resolution:

Number of members voted	Number of valid 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 invalid votes cast by them
Nil	Nil

Thanking you,

Yours faithfully,

JIGYASA  
NILESH  
VED

Jigyasa N. Ved  
Parikh & Associates  
Practising Company Secretaries  
FCS: 6488 CP No.: 6018  
UDIN: F006488E001018565  
111,11<sup>th</sup> Floor, SaiDwar CHS Ltd  
Sab TV Lane, Opp. Laxmi Indl. Estate,  
Off Link Road, Above Shabari Restaurant,  
Andheri West, Mumbai - 400053

Date: 15.09.2023

Place: Mumbai

For Hindustan Hardy Limited

Sanjaya  
C Saran

Digitally signed by Sanjaya C Saran  
DN: cn=Sanjaya C Saran, o=Hindustan Hardy Limited, email=csaran@hindustanhardylimited.com, c=IN  
Date: 2023.09.15 11:52:00 +05'30'

CHAIRMAN



# Hindustan Hardy Limited

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REGD. OFFICE: PLOT NO. C-12, M.I.D.C. AREA AMBAD, NASHIK - 422010 MAHARASHTRA, INDIA 400086									
Polling Summary									
Date of the AGM: 15.09.2023									
Total number of shareholders on record date (08.09.2023): 3280									
No. of shareholders present in the meeting either in person or through proxy:									
Promoters and Promoter Group: 3									
Public: 15									
No. of shareholders attended the meeting through Video Conferencing:									
Promoters and Promoter Group: 3									
Public: 15									
Resolution required: Ordinary									
Whether promoter/promoter group are interested in the agenda/resolution:									
Category	No. of shares held	No. of votes polled	% of votes polled on outstanding share	No. of votes - in favour	No. of votes - against	% of votes in favour on votes	% of votes against on votes		
	1	2	3 = [(2)/(1)]*100	4	5	6 = [(4)/(2)]*100	7 = [(5)/(2)]*100		
Promoter and Promoter Group	991394	991394	100	991394	0	100	0		
Promoter and Promoter Group	PHYSICAL	0	0	0	0	0	0		
Promoter and Promoter Group	Postal ballot if any	0	0	0	0	0	0		
Total	991394	991394	100	991394	0	100	0		
Public-Institutions	50	0	0	0	0	0	0		
Public-Institutions	PHYSICAL	0	0	0	0	0	0		
Public-Institutions	Postal ballot if any	0	0	0	0	0	0		
Total	50	0	0	0	0	0	0		
Public-Non-institutions	507006	950	0.19	950	0	100	0		
Public-Non-institutions	PHYSICAL	0	0	0	0	0	0		
Public-Non-institutions	Postal ballot if any	0	0	0	0	0	0		
Total	507006	950	0.19	950	0	100	0		
Total	1498450	992344	66.22	992344	0	100	0		
Resolution required: Ordinary									
Whether promoter/promoter group are interested in the agenda/resolution:									
Category	No. of shares held	No. of votes polled	% of votes polled on outstanding share	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled		
	1	2	3 = [(2)/(1)]*100	4	5	6 = [(4)/(2)]*100	7 = [(5)/(2)]*100		
Promoter and Promoter Group	991394	991394	100	991394	0	100	0		
Promoter and Promoter Group	PHYSICAL	0	0	0	0	0	0		
Promoter and Promoter Group	Postal ballot if any	0	0	0	0	0	0		
Total	991394	991394	100	991394	0	100	0		
Public-Institutions	50	0	0	0	0	0	0		
Public-Institutions	PHYSICAL	0	0	0	0	0	0		
Public-Institutions	Postal ballot if any	0	0	0	0	0	0		
Total	50	0	0	0	0	0	0		
Public-Non-institutions	507006	950	0.19	950	0	100	0		
Public-Non-institutions	PHYSICAL	0	0	0	0	0	0		
Public-Non-institutions	Postal ballot if any	0	0	0	0	0	0		
Total	507006	950	0.19	950	0	100	0		
Total	1498450	992344	66.22	992344	0	100	0		
Resolution required: Ordinary									
Whether promoter/promoter group are interested in the agenda/resolution:									
Category	No. of shares held	No. of votes polled	% of votes polled on outstanding share	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled		
	1	2	3 = [(2)/(1)]*100	4	5	6 = [(4)/(2)]*100	7 = [(5)/(2)]*100		
Promoter and Promoter Group	991394	991394	100	991394	0	100	0		
Promoter and Promoter Group	PHYSICAL	0	0	0	0	0	0		
Promoter and Promoter Group	Postal ballot if any	0	0	0	0	0	0		
Total	991394	991394	100	991394	0	100	0		
Public-Institutions	50	0	0	0	0	0	0		
Public-Institutions	PHYSICAL	0	0	0	0	0	0		
Public-Institutions	Postal ballot if any	0	0	0	0	0	0		
Total	50	0	0	0	0	0	0		
Public-Non-institutions	507006	950	0.19	950	0	100	0		
Public-Non-institutions	PHYSICAL	0	0	0	0	0	0		
Public-Non-institutions	Postal ballot if any	0	0	0	0	0	0		
Total	507006	950	0.19	950	0	100	0		
Total	1498450	992344	66.22	992344	0	100	0		

For Hindustan Hardy Limited  
Sunita Nisal  
Company Secretary  
M.No. A49122

Sunita Nisal  
Baban Nisal  
Digitally signed by Sunita Baban Nisal  
Date: 2023.09.15 19:07:06 +05'30'