

(Formerly known as Hindustan Hardy Spicer Limited)

25th September 2020

To,

BSE LIMITED

Phiroze Jeejeebhoy Towers **Dalal Street** Mumbai - 400001.

Dear Sirs,

Regulation 44 (3) of Listing Obligations and disclosure Requirement Regulations, Re: 2015 ("LODR")

Disclosure of Voting Results and Outcome of the 38th Annual General Meeting of Sub:

the Company

In view of the outbreak of Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular dated May 5, 2020 read with General Circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') Notice facility or other audio visual means ('OAVM'), without the physical presence of the Members at a common venue. 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 MCA Circulars, the AGM of the Company is being held through VC/OAVM today i.e. on Thursday, September 24, 2020 at 2.30 p.m. and concluded at 3.13 p.m.

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 Annual General Meeting through electronic means (remote e-voting) during the period commencing from Monday, 21.09.2020, (10.00 a.m.) and ends on Wednesday, 23.09.2020 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 25, 2020 were approved by the Members.

In this Connection, please find enclosed the following:

Details regarding the brief proceedings of the Annual General Meeting (AGM) of the A) Company pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Read.Office & Plant.

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

CIN

: (0253) 2382018, 2382118,

2382318, 2382754

TaleFax Website : 91-0253-2382528 : www.hhardys.com

: L29300MH1982PLC028498



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- 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.
- Consolidated Report of the Scrutinizer on remote e-voting and e-voting conducted during the AGM.

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 and is also being made available on the website of the National Securities Depository Limited at www.evoting.nsdl.com.

You are requested to take a note of the same.

Thanking you,

Yours faithfully

For Hindustan Hardy Limited

Vijay Pathak

Executive Director & COO

Encl: a/a.



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Brief details of the items considered at the 38th Annual General Meeting held on Thursday, September 24, 2020 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, 2020, together with the reports of the Board of Directors and, Auditors thereon.	Ordinary	Remote E- voting and E- voting during the AGM	Passed with requisite majority
2	To appoint a Director in place of Mr. Vijay Narhar Pathak (DIN: 02700611), who retires by rotation and being eligible, offers himself for reappointment.	Ordinary	Remote E- voting and Evoting during the AGM	Passed with requisite majority
3	Approval to the modification of the terms of related party transaction approved pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder by resolution passed on August 05, 2019	Ordinary	Remote E- voting and Evoting during the AGM	Passed with requisite majority

For Hindustan Hardy Limited

Vijav Pathak

Executive Director & COO

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: 400053
Tel No 26301232 / 26301233 / 26301240
Email: cs@parikhassociates.com
parikh.associates@rediffmail.com

To, Mr. S C Saran Chairman of the 38th Annual General Meeting Hindustan Hardy Limited

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting before the 38th Annual General Meeting ('AGM') of Hindustan Hardy Limited (formerly Hindustan Hardy Spicer Limited) held on Thursday, September 24, 2020 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 38th annual General Meeting ('AGM') of Hindustan Hardy Limited on Thursday, September 24, 2020 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 25, 2020, convening the AGM, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions 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 and April 13, 2020 (collectively referred to as 'MCA Circulars') and SEBI Circular dated May 12, 2020.

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 voting period for remote e-voting commenced on Monday, September 21, 2020 at 10.00 a.m. (IST) and ended on Wednesday, September 23, 2020 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 Thursday, September 17, 2020 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, 2020, together with the Reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of the resolution:

Number voted	of	members	Number of valid vote cast by them	% of total number of valid votes cast
		21	9,92,00	3 100.00

(ii) Voted against the resolution:

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

(iii) Invalid votes:

Number whose declared	votes		Number of invalid votes cast by them
		Nil	Nil

Resolution 2: Ordinary Resolution

Appointment of Director in place of Mr. Vijay Narhar Pathak (DIN: 02700611), who retires by rotation and being eligible, offers himself for re-appointment

(i) Voted in favour of the resolution:

Number voted	of	members	Number of valid votes cast by them	% of total number of valid votes cast
		21	9,92,003	100.00

(ii) Voted against the resolution:

Number voted	of	members	Number of v	valid	votes	% 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

Approval to modification of terms of related party transactions as approved by Shareholders at the AGM held on August 5, 2019.

(i) Voted in favour of the resolution:

Number voted	of	members	Number of va	lid votes	% of total number of valid votes cast
		18		1,359	100.00

(ii) Voted against the resolution:

Number voted	of	members	Number of cast by them	valid	votes	% of total number of valid votes cast
		Nil	7		Nil	N.A.

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
1	150

Thanking you,

Yours faithfully,

Jigyasa Nilesh Ved

Digitally signed by Jigyasa Nilesh Ved
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serialNumber=885506f12d4826877b772553ae478748bc387084792
978fc387844dab4ec26b, cn=Jigyasa Nilesh Ved

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

Place: Mumbai

Dated: September 24, 2020

For Hindustan Hardy Limited

SANJAY A

SARAN

SARAN,
DN: cn=SANJAYA SARAN,
c=IN, st=Maharashtra,
c=Personal,
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Date: 2020.09.25 13:16:27

CHAIRMAN



Regd.Office & Plant.
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Nashik-422 010. Maharashtra, INDIA.

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