



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

Tel : (0253) 2382018, 2382118,
2382318, 2382754
TaleFax : 91-0253-2382528
Website : www.hhardys.com
CIN : L29300MH1982PLC028498

Hindustan Hardy Limited

(Formerly known as Hindustan Hardy Spicer Limited)

25th September 2020

To,

BSE LIMITED
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400001.

Dear Sirs,

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

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

- 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.



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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.
- C) 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 re-appointment.	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


Vijay 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 of members voted	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 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

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 of members voted	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 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

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 of members voted	Number of valid votes cast by them	% of total number of valid votes cast
18	1,359	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
1	150

Thanking you,

Yours faithfully,

Jigyasa Nilesh Ved

Digitally signed by Jigyasa Nilesh Ved
DN: c=IN, o=Personal, postalCode=400067, st=Maharashtra,
2.5.4.20=c3d9d6ced7b0598e073151886cc56f43e06742a0ef8a2a
192c8ea7c3ee2,
serialNumber=85a506f12d4826877b772553ae478748bc387084792
978c38704d4b4eac3eb, cn=Jigyasa Nilesh Ved
Date: 2020.09.24 17:31:02 +05'30'

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**

Digitally signed by SANJAY
SARAN
DN: cn=SANJAY SARAN,
c=IN, st=Maharashtra,
o=Personal,
serialNumber=FJ16569C087E9
76AD521AEF7782776281363A
4F78D5548B6A8735F285AA
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Date: 2020.09.25 13:16:27
+05'30'

CHAIRMAN



Hindustan Hardy Limited

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Polling Summary									
POLLING SUMMARY									
Date of the AGM									
		24.09.2020				2983			
No. of shareholders present in the meeting either in person or through proxy:									
Promoters and Promoter Group:		22				3			
Public:		3				19			
No. of shareholders attended the meeting through Video Conferencing:									
Promoters and Promoter Group:		22				3			
Public:		3				19			
REGD. OFFICE: PLOT NO. C-12, M.I.D.C. ARE AMBAD, NASHIK - 422010 MAHARASHTRA, INDIA									
Polling Summary									
Resolution required: Ordinary									
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 THE AUDITORS THEREON.									
Whether promoter/promoter group are interested in the agenda/resolution	No	1	2	3	4	5	6	7	
Category	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled		
Promoter and Promoter Group	990644	990644	$(3) = [(2)/(1)] * 100$	990644	0	$6 = [(4)/(2)] * 100$	$7 = [(5)/(2)] * 100$	100	0
Promoter and Promoter Group		0		0	0			0	0
Promoter and Promoter Group		0		0	0			0	0
Total	990644	990644		990644	0			100	0
Public-Institutions	50	0		0	0			0	0
Public-Institutions		0		0	0			0	0
Public-Institutions		0		0	0			0	0
Total	50	0		0	0			0	0
Public-Non-institutions	507756	1359		1359	0			100	0
Public-Non-institutions		0		0	0			0	0
Public-Non-institutions		0		0	0			0	0
Total	507756	1359		1359	0			100	0
Total	1498450	992003		992003	0			100	0
2) TO APPOINT A DIRECTOR IN PLACE OF MR. VIJAY NARHAR PATHAK(DIN: 02700611) WHO RETIRES BY ROTATION IN TERMS OF SECTION 152(6) OF THE COMPANIES ACT, 2013 AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT									
Whether promoter/promoter group are interested in the agenda/resolution	No	1	2	3	4	5	6	7	
Category	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled		
Promoter and Promoter Group	990644	990644	$(3) = [(2)/(1)] * 100$	990644	0	$6 = [(4)/(2)] * 100$	$7 = [(5)/(2)] * 100$	100	0
Promoter and Promoter Group		0		0	0			0	0
Promoter and Promoter Group		0		0	0			0	0
Total	990644	990644		990644	0			100	0
Public-Institutions	50	0		0	0			0	0
Public-Institutions		0		0	0			0	0
Public-Institutions		0		0	0			0	0
Total	50	0		0	0			0	0
Public-Non-institutions	507756	1359		1359	0			100	0
Public-Non-institutions		0		0	0			0	0
Public-Non-institutions		0		0	0			0	0
Total	507756	1359		1359	0			100	0
Total	1498450	992003		992003	0			100	0
3) APPROVAL TO MODIFICATION OF TERMS OF RELATED PARTY TRANSACTIONS AS APPROVED BY THE SHAREHOLDERS AT THE AGM HELD ON AUGUST 05, 2019.									
Whether promoter/promoter group are interested in the agenda/resolution	Yes	No	1	2	3	4	5	6	7
Category	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled		
Promoter and Promoter Group	990644	0	$(3) = [(2)/(1)] * 100$	0	0	$6 = [(4)/(2)] * 100$	$7 = [(5)/(2)] * 100$	0	0
Promoter and Promoter Group		0		0	0			0	0
Promoter and Promoter Group		0		0	0			0	0
Total	990644	0		0	0			0	0
Public-Institutions	50	0		0	0			0	0
Public-Institutions		0		0	0			0	0
Public-Institutions		0		0	0			0	0
Total	50	0		0	0			0	0
Public-Non-institutions	507756	1359		1359	0			100	0
Public-Non-institutions		0		0	0			0	0
Public-Non-institutions		0		0	0			0	0
Total	507756	1359		1359	0			100	0
Total	1498450	1359		1359	0			100	0

Resolution No. 3 being the related party transaction, the related parties were not entitled to vote.

For Hindustan Hardy Limited
Vijay Pathak
Executive Director & COO