



HINDUSTHAN UDYOG LTD.

Date: 24th May, 2019

The Secretary
Department of Corporate Services
Bombay Stock Exchange Limited
P. J. Towers, 25th Floor, Dalal Street
Mumbai-400001

The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range,
Kolkata-700001

RE: SCRUTINIZER'S REPORT

Dear Sir,

Enclosed herewith is the Scrutinizer's Report issued in relation to the voting results of the Postal Ballot conducted by the Company by Ms. Vidhya Baid, a Company Secretary in Whole-Time Practice.

The above is for your information and records.

Thanking you.

Yours Faithfully,

FOR HINDUSTHAN UDYOG LIMITED

Shikha Bajaj

[SHIKHA BAJAJ]

COMPANY SECRETARY & COMPLIANCE OFFICER

ENCLO: AS ABOVE

Registered Office :
"TRINITY PLAZA" 3rd Floor
84/1A, Topsia Road (South)
Kolkata-700 046, India
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CIN No. : L27120WB1947PLC015767

**SCRUTINIZER REPORT**

[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 22(9) of the Companies (Management and Administration) as amended]

Ms. Shikha Bajaj
Company Secretary
HINDUSTHAN UDYOG LIMITED

Dear Sir,

Sub:- Scrutinizer Report on postal ballot and electronic voting conducted in terms of Section 108 and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, as amended.

I, Vidhya Baid, Practising Company Secretary (FCS:- 8882 / CP:- 8686) and proprietor of M/s. Vidhya Baid & Co., Company Secretaries, Kolkata was appointed as the Scrutinizer of "**HINDUSTHAN UDYOG LIMITED**" ("Company") in terms of Section 108 and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, as amended for the purpose of scrutinizing the postal ballot and electronic voting ("e-voting") process in respect of the Resolution as set out in the notice of Postal Ballot dated 12th February, 2019 do hereby submit my report as follows:-

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting by way of the postal ballot and electronic voting ("e-voting") process on the resolution proposed in the Notice of Postal Ballot dated 12th February, 2019 is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both by way of the postal ballot and electronic voting ("e-voting") process are conducted in a fair and transparent manner and render Scrutinizer's Report of the total votes cast "in favour" or "against" if any, on the resolution, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and of voting through postal ballots.

I submit my report as under:

1. The notice dated 12th February, 2019 along with statement setting out material facts under Section 102 of the Companies Act, 2013, as confirmed by the Company were sent to the shareholders of the Company.
2. The e-voting period remained open from 9.00 A.M. (IST) on Thursday, the 18th day of April, 2019 upto 5.00 P.M. (IST) on Friday, the 17th day of May, 2019 to vote on the proposed resolution as mentioned in the notice of Postal Ballot dated 12th February, 2019.

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Tel : 033-4066 0171 (M) +91 9007450898, +91 9830705261

E-mail : vidhyabaid@gmail.com, finsearchprofessionals@yahoo.com



3. The shareholders holding shares as on the cut-off date i.e. 12th day of April, 2019 were entitled to vote on the proposed resolution as mentioned in the notice of the postal ballot dated 12th February, 2019.
4. All postal ballots forms received on or before 5.00 P.M. (IST) on Friday, the 17th day of May, 2019, the last day as fixed by the company for receipts of the forms, were considered for our scrutiny.
5. The postal ballot forms were kept under my safe custody before commencing the scrutiny of such postal ballot forms.
6. The vote cast through electronic means were unblocked on Monday, 20th May, 2019 at around 11: 45 AM 2019 in the presence of two witnesses, namely, Ms. Sweta Shaw and Mr. Pradip Kumar Bhattacharyya, who are not in employment of the company. The postal ballot forms were diligently scrutinized on the same day at the office of Registrar and Share Transfer Agents of the Company in the presence of aforesaid witness. The poll/ballot papers were reconciled with the records maintained by the Register and Share Transfer Agents of the Company.
7. The combined result of e-voting (based on data downloaded from the e-voting website of National Securities Depository Limited, EVEN : 110619) and by using postal ballots are as under:

a) Resolution 1

CONTINUATION OF APPOINTMENT OF MR. A. K. GHOSH (DIN: 01424368) AS AN INDEPENDENT DIRECTOR OF THE COMPANY w.e.f. 1st APRIL, 2019 FOR THE CURRENT TENURE OF HIS APPOINTMENT

Type of Resolution: Special Resolution

Mode of Voting	No. of Members Voted (1)	Total No. of votes casted (2)	Total No. of votes casted in favour (3)	Total No. of votes casted against (4)	Invalid Votes (5)	% of Total number of valid cast (6)=(3/2)*100
Voting by ballot	11	53,79,910	53,79,910	0	0	100%
E-voting	0	0	0	0	0	-

8. The Registers, all other papers and relevant records relating to voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the postal ballot and evoting and thereafter the same will be handed over to the Company.



Thanking you,

**For VIDHYA BAID & CO.
Company Secretaries**

Vidhya Baid

**VIDHYA BAID
(Proprietor)**

FCS No : 8882

C. P. No. : 8686



Place: Kolkata

Date: 22nd May, 2019

Witness:

Sweta Shaw

1. Sweta Shaw

Baksara Village Road,
Howrah - 711110

Pradip Kumar Bhattacharyya

2. Pradip Kumar Bhattacharyya

59C Chowringhee Road
Kolkata – 700020.

Verified the contents and received the Report of the Scrutinizer.
For HINDUSTHAN UDYOG LIMITED

**SHIKHA BAJAJ
Company Secretary**