



### SCRUTINIZER'S REPORT

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 20 (9) of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
Hindoostan Mills Limited  
Shivsagar Estate "D" Block, 8<sup>th</sup> floor,  
Dr. Annie Besant Road, Worli,  
Mumbai 400018

Sub: Scrutinizer's Report on Postal Ballot Process conducted pursuant to Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014.

Dear Sir,

1. I Narayan Parekh Partner, M/s PRS Associates, Mumbai Practicing Company Secretaries (Membership No: A - 8059) having office at C-4, 2nd Floor, Raja Bahadur Mansion, 20 Ambalal Doshi Marg, Fort, Mumbai-400023, have been appointed as a Scrutinizer of Hindoostan Mills Limited. ("the Company") for the purpose of scrutinizing the Postal ballot which was conducted only through electronic means in respect of the passing of the resolutions contained in the Postal Ballot Notice of the Company dated 8<sup>th</sup> February, 2021 in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) for the Postal Ballot conducted pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ( as amended) and pursuant to the guidelines and

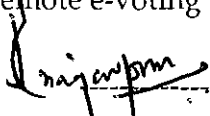


notification issued by the Ministry of Home Affairs, Government of India and in light of circulars issued by the Ministry of Corporate Affairs, Government of India (the 'MCA') vide its General Circular No.14/2020 dated April 08, 2020 and General Circular No.17/2020 dated April 13, 2020 and General Circular No.22/2020 dated June 15, 2020 and General Circular No.33/2020 dated September, 28, 2020 and General Circular No.39/2020 dated December, 31, 2020 (the 'MCA Circulars') and as per the Securities and Exchange Board of India ( LODR) Regulations, 2015 as amended ( SEBI Listing Regulations) on the resolutions as set out in the notice of Postal Ballot.

2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 read with its relevant Rules made thereunder including circulars issued by the MCA in view of the current extraordinary circumstances due to COVID - 19 pandemic requiring social distancing, MCA in terms of its General Circulars, has advised the companies to take all decisions of urgent nature requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/E-Voting in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue and SEBI Listing Regulations relating to Postal Ballot Process conducted through remote e-voting related to e-voting on the resolution contained in the Notice of Postal Ballot dated 8<sup>th</sup> February, 2021. My responsibility as a Scrutinizer for the e-voting process is only restricted to make a Scrutinizer's Report of the votes casted in "favour" or "against" the resolutions as stated below, based on the Report generated from the e-voting system provided by Central Depository Services (I) Limited ("CDSL"), the Authorised Agency engaged by the Company to provide e-voting facilities.
3. I submit my report as under:
  - a. Due to the threat posed by COVID-19 and in terms of the guidelines provided vide the MCA Circulars, the Company has sent the Postal Ballot Notice in electronic form only and expressed its inability to dispatch the physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope to the Members. Accordingly, the communication of the assent or dissent of the Members would take place through the process of remote e-voting only. This Postal Ballot is accordingly initiated in compliance with the General Circulars.



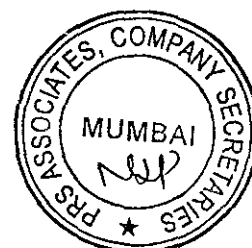
- b. The Postal Ballot Notice has been sent electronically on 26<sup>th</sup> February, 2021 only to the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on 19<sup>th</sup> February, 2021 ("Cut-off Date").
- c. In terms of the provisions of sub rule 3, of Rule 22 of Companies (Management & Administration) Rules, 2014, the information about completion of dispatch the Postal Ballot Notice, last date for receipt of reply from the Members and other required information was also intimated to the shareholders by way of publication of advertisement on 27<sup>th</sup> February, 2021 –(i) Financial Express – in English language and (ii) Mumbai Lakshadweep – in Marathi language.
- d. The e-voting period remained open from Saturday, 27<sup>th</sup> February, 2021 (9.00 a.m. IST) to Sunday, 28<sup>th</sup> March, 2021 (5.00 p.m. IST).
- e. Computech Sharecap Ltd, your Registrar and Share Transfer Agents (RTA) provided the details of the members who held shares on the cut off date and accordingly were eligible to participate in the Postal Ballot.
- f. The shareholders holding shares as on 19<sup>th</sup> February, 2021 were entitled to vote on the proposed resolution (Item no 1 and 2 as set out in the Notice of the Postal Ballot of Hindoostan Mills Limited).
- g. The members have casted their vote through e-voting facility provided by the Central Depository Services (I) Limited ("CDSL") as the Authorized Agency to provide e-voting facilities.
- h. I have monitored the process of electronic voting through the scrutinizer's secured link provided by the CDSL on the designated website.
- i. Particulars of all votes received electronically from the Members have been entered in a register separately maintained for the purpose.
- j. The votes were unblocked on 30<sup>th</sup> March, 2021 at 9.11 a.m. in the presence of two witnesses Mr. Sanjay Shringarpure and Mr Ninad Gamare, who are not in the employment of the Company and obtained the remote e-voting report from remote e-voting website of CDSL.



Name: Sanjay Shringarpure



Name: Ninad Gamare



k. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "FOR" and "AGAINST", on the resolutions, were available on the e-voting website of Central Depository Services (India) Limited ([www.evotingindia.com](http://www.evotingindia.com))

l. The votes cast through remote e-voting were validated with the list of members and their holding as on the cut-off date.

4. The result of the Postal Ballot Process (e-voting) is as under:

**SPECIAL BUSINESS:**

a) **Item No. 1: Ordinary Resolution: - Approval for "Increase in remuneration of Mr. Khushaal C. Thackersey, the Executive director**

Voted in favour of the resolution:

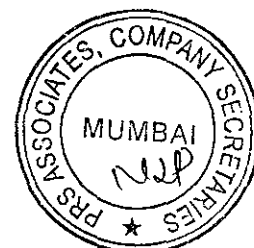
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
61	10,95,300	100

Voted against the resolution:

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

Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



- b) **Item No. 2: Ordinary Resolution: - Approval for "appointment of Mr. Abhimanyu J. Thackersey as the Executive director**

Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
61	10,95,300	100

Voted against the resolution:

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

Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

5. We report that both the Ordinary Resolutions as set out in item Nos. 1 and 2 in the Notice of Postal Ballot dated 8<sup>th</sup> February, 2021 issued under Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 have been passed unanimously.
6. You may declare the results accordingly.
7. The electronic data and all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and sign the Minutes of the aforesaid Postal Ballot and the same will be handed over to the Company Secretary for safe keeping.



Thanking You.  
Yours faithfully,  
For PRS Associates  
Company Secretaries.

*N. D. Parekh*  
Narayan Parekh

Partner

M. No. ACS - 8059

C. P. No.: - 6448

UDIN :- A008059B004164354

Place: Mumbai

Dated: 30<sup>th</sup> March, 2021

