HINDOOSTAN
MILLS

August 10, 2017

The General Manager,
Department of Corporate Services – Listing,
BSE Limited,
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400 001

**Scrip Code: 509895**

Dear Sir,

**Re: Voting Results of the 113th Annual General Meeting held on August 08, 2017.**

The 113th Annual General Meeting (AGM) of the Members of Hindoostan Mills Limited was held on Tuesday, August 08, 2017 at 11.00 a.m. at "Sir Vithaldas Chambers", 6th Floor, 16, Mumbai Samachar Marg, Fort, Mumbai- 400 001.

Pursuant to Section 108 of the Companies Act 2013 (Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended Rules, all the Members of the Company holding shares as on the cut-off date i.e. August 01, 2017, were given the opportunity to exercise their right to vote on the resolutions set out in the Notice of the AGM through remote e-voting during the period commencing from August 04, 2017 at 9.00 a.m. to August 07, 2017 at 5.00 p.m.

The Company also provided voting facility at AGM venue to those Members who attended the AGM and have not exercise their vote through remote e-voting and were holding share on cut-off date i.e. August 01, 2017.

We submit the following Reports:

1. Consolidate Report issued by the Scrutinizer Mr. Narayan Parekh, Partner of PRS Associates, Practicing Company Secretaries pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.

2. Voting Results in the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please take the above information on record. The above will also be hosted on our website i.e. www.hindoostan.com.

Yours faithfully,
For HINDOOSTAN MILLS LTD.,

HINDOOSTAN MILLS LIMITED MUMBAI

**JAGAT RESHAMWALA**
Company Secretary & Compliance Officer

Hindoostan Mills Ltd.
Sir Vithaldas Chambers, 16 Mumbai Samachar Marg, Fort, Mumbai 400 001. India
T. +91-22-61240700/22040846/47/48 F. +91-22-22833841 E-mail contact@hindoostan.com
CIN : L17121MH1904PLC000195
www.hindoostan.com

PRS

ASSOCIATES
COMPANY SECRETARIES

**Combined Scrutinizer's Report For E-voting and Poll for Hindoostan Mills Limited**

To,
The Chairman of the 113th Annual General Meeting of
Hindoostan Mills Limited
Sir Vithaldas Chambers,
16, Mumbai Samachar Marg,
Mumbai – 400 001

Dear Sir,

**Reg:- Passing of Resolution through electronic and poll conducted at the 113th Annual General Meeting (AGM) of Hindoostan Mills Limited ("the Company") held on 08th August, 2017**

The Board of Directors of the Company has appointed me i.e. Mr. Narayan Parekh, Partner of M/s PRS Associates, Practicing Company Secretary, having my office at C-4, Raja Bahadur Mansion, 2nd Floor, 20, Ambalal Doshi Marg, Fort, Mumbai 400023 as a Scrutinizer for the purpose of the e-voting and poll on the below mentioned resolution(s) at the 113th Annual General Meeting of the Equity Shareholders of Hindoostan Mills Limited held on 08th August, 2017 at 11.00 a.m. at Sir Vithaldas Chambers, 6th Floor, 16, Mumbai Samachar Marg, Mumbai – 400001 and submit my report as under:

1) The Company had appointed Central Depository Services (India) Limited (CDSL) as the service provider for extending the facility of Electronic voting to the shareholders of the company from 4th August, 2017 (9.00 a.m. IST) to 7th August, 2017 (5.00 p.m. IST). The E-voting results were unblocked by me on 8th August, 2017 in the presence of two witnesses. For further details, kindly refer to my Scrutinizer's report dated 9th August, 2017, which is attached herewith.

2) At the 113th Annual General Meeting (AGM) of the Company held 08th August, 2017, the Chairman of the Company had, as statutorily required, called for a poll to facilitate the Members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the AGM has appointed me as the Scrutinizer for the same. For further details kindly refer my Scrutinizers Report in form MGT-13 dated 9th August, 2017, which is attached herewith.

3) The result of the E-voting together with that of the Poll is as under:

| Sr. No. | Subject matter (as set out in the Notice of the AGM) | Voting Process | Votes in favour of the Resolution | Votes against the Resolution | Invalid votes / Ballot |
|---|---|---|---|---|---|
| 1. | Adoption of the Audited Financial Statement of the Company for the year ended March 31, 2017 and the Reports of the Directors and Auditors. | E-Voting | 11,54,291 | 1 | - |
| | | AGM Poll | 274 | - | 75 |
| | | Total | 11,54,565 | 1 | 75 |

ASSOCIATES, COMPANY SECRETARIES MUMBAI

| | | | | | |
|---|---|---|---|---|---|
| 2. | Re-appointment of Mr. Raoul Thackersey as a Director liable to retire by rotation. | E-Voting | 11,54,291 | 1 | - |
| | | AGM Poll | 274 | - | 75 |
| | | **Total** | **11,54,565** | 1 | 75 |
| 3. | Ratification of appointment of M/s. M. A. Parikh & co. as Auditors of the Company for the Financial Year 2017-18 and to fix their remuneration | E-Voting | 11,54,291 | 1 | - |
| | | AGM Poll | 274 | - | 75 |
| | | **Total** | **11,54,565** | 1 | 75 |
| 4. | Re-appointment of Mr. Khushaal Thackersey as Executive Director of the Company. | E-Voting | 11,54,291 | 1 | - |
| | | AGM Poll | 274 | - | 75 |
| | | **Total** | **11,54,565** | 1 | 75 |
| 5. | Re-appointment of Dr. Ashok Desai as an Independent Director | E-Voting | 11,54,291 | 1 | - |
| | | AGM Poll | 274 | - | 75 |
| | | **Total** | **11,54,565** | 1 | 75 |
| 6. | Remuneration of Cost Auditor, Mr. Pranav J Taralekar for the financial year ending March 31, 2017. | E-Voting | 11,54,291 | 1 | - |
| | | AGM Poll | 274 | - | 75 |
| | | **Total** | **11,54,565** | 1 | 75 |
| 7. | Remuneration of Cost Auditor, Mr. Pranav J Taralekar for the financial year ending March 31, 2018 | E-Voting | 11,54,291 | 1 | - |
| | | AGM Poll | 274 | - | 75 |
| | | **Total** | **11,54,565** | 1 | 75 |

4) Based on the foregoing, all the Resolutions as mentioned in serial No.(s) 1 to 7 stands passed with requisite majority under E-voting and poll.

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

**Narayan Parekh**
**Partner**
**Membership No. ACS – 8059**
**C. P. No. 6448**
**Place: Mumbai**
**Dated: 9th August, 2017**

PRS ASSOCIATES, COMPANY SECRETARIES ★ MUMBAI

## Format for Voting Results

| | |
|---|---|
| **Date of the AGM/EGM** | 8-Aug-17 |
| **Total number of shareholders on record date (1st Aug 2017)** | 9174 |
| **No. of shareholders present in the meeting either in person or through proxy:**<br>Promoters and Promoter Group: | 12 |
| **No. of shareholders present in the meeting either in person or through proxy:**<br>Public: | 65 |
| **No. of Shareholders attended the meeting through Video Conferencing**<br>Promoters and Promoter Group:<br>Public: | 0 |
| **Agenda- wise disclosure (to be disclosed separately for each agenda item)** | |
| **Details of Agenda** | |
| **Item No.1 - Adoption of the Audited Financial Statement of the Company for the year ended March 31, 2017 and the Reports of the Directors and Auditors.** | |
| **Resolution required: (Ordinary/ Special)** | Ordinary Resolution |
| **Whether promoter/ promoter group are interested in the agenda/resolution?** | No |

| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | E-Voting | 1009511 | 1006080 | 99.66% | 1006080 | 0 | 100.00% | 0.00% |
| | Poll | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Total | | **1006080** | **99.66%** | **1006080** | **0** | **100.00%** | **0.00%** |
| Public- Institution s | E-Voting | 2292 | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Poll | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Total | | 0 | **0.00%** | 0 | 0 | **0.00%** | **0.00%** |
| Public- Non Institution s | E-Voting | 652745 | 148212 | 22.71% | 148211 | 1 | 100.00% | 0.00% |
| | Poll | | 274 | 0.04% | 274 | 0 | 0.00% | 0.00% |
| | Total | | **148486** | **22.75%** | **148485** | **1** | **100.00%** | **0.00%** |
| Total | | **1664548** | **1154566** | **69.36%** | **1154565** | **1** | **100.00%** | **0.00%** |

In Public-Non Institutions category there are 75 invlid votes.

HINDOOSTAN MILLS LIMITED MUMBAI

Item No.2- To appoint a Director in place of Mr. Raoul Thackersey (DIN: 00332211) who retires by rotation at this Annual General Meeting and, being eligible, offers himself for reappointment.

| | |
|---|---|
| Resolution required: (Ordinary/ Special) | Ordinary Resolution |
| Whether promoter/ promoter group are interested in the agenda/resolution? | Yes |

| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | E-Voting | 1009511 | 1006080 | 99.66% | 1006080 | 0 | 100.00% | 0.00% |
| | Poll | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Total | | **1006080** | **99.66%** | **1006080** | **0** | **100.00%** | **0.00%** |
| Public-Institution s | E-Voting | 2292 | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Poll | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Total | | **0** | **0.00%** | **0** | **0** | **0.00%** | **0.00%** |
| Public- Non Institution s | E-Voting | 652745 | 148212 | 22.71% | 148211 | 1 | 100.00% | 0.00% |
| | Poll | | 274 | 0.04% | 274 | 0 | 0.00% | 0.00% |
| | Total | | **148486** | **22.75%** | **148485** | **1** | **100.00%** | **0.00%** |
| Total | | **1664548** | **1154566** | **69.36%** | **1154565** | **1** | **100.00%** | **0.00%** |

In Public-Non Institutions category there are 75 invlid votes.

Item No.3- To ratify the appointment of M/s. M.A. Parikh & Co., Chartered Accountants as Statutory Auditors of the Company for the financial year 2017-18 and to fix their remuneration.

| | |
|---|---|
| Resolution required: (Ordinary/ Special) | Ordinary Resolution |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No. |

| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | E-Voting | 1009511 | 1006080 | 99.66% | 1006080 | 0 | 100.00% | 0.00% |
| | Poll | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Total | | **1006080** | **99.66%** | **1006080** | **0** | **100.00%** | **0.00%** |
| Public-Institution s | E-Voting | 2292 | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Poll | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Total | | **0** | **0.00%** | **0** | **0** | **0.00%** | **0.00%** |
| Public- Non Institution s | E-Voting | 652745 | 148212 | 22.71% | 148211 | 1 | 100.00% | 0.00% |
| | Poll | | 274 | 0.04% | 274 | 0 | 0.00% | 0.00% |
| | Total | | **148486** | **22.75%** | **148485** | **1** | **100.00%** | **0.00%** |
| Total | | **1664548** | **1154566** | **69.36%** | **1154565** | **1** | **100.00%** | **0.00%** |

In Public-Non Institutions category there are 75 invlid votes.

HINDOOSTAN MILLS LIMITED
MUMBAI

**Item No.4- Appointment of Mr. Khushaal Thackersey (DIN: 02416251) as the Wholetime Director of the Company designated as Executive Director.**

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| **Resolution required: (Ordinary/ Special)** | | | Ordinary Resolution | | | | | |
| **Whether promoter/ promoter group are interested in the agenda/resolution?** | | | Yes | | | | | |
| **Category** | **Mode of Voting** | **No. of shares held (1)** | **No. of votes polled (2)** | **% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100** | **No. of Votes – in favour (4)** | **No. of Votes – against (5)** | **% of Votes in favour on votes polled (6)=[(4)/(2)]*100** | **% of Votes against on votes polled (7)=[(5)/(2)]*100** |
| Promoter and Promoter Group | E-Voting | 1009511 | 1006080 | 99.66% | 1006080 | 0 | 100.00% | 0.00% |
| | Poll | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Total | | **1006080** | **99.66%** | **1006080** | **0** | **100.00%** | **0.00%** |
| Public- Institution s | E-Voting | 2292 | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Poll | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Total | | **0** | **0.00%** | **0** | **0** | **0.00%** | **0.00%** |
| Public- Non Institution s | E-Voting | 652745 | 148212 | 22.71% | 148211 | 1 | 100.00% | 0.00% |
| | Poll | | 274 | 0.04% | 274 | 0 | 0.00% | 0.00% |
| | Total | | **148486** | **22.75%** | **148485** | **1** | **100.00%** | **0.00%** |
| Total | | **1664548** | **1154566** | **69.36%** | **1154565** | **1** | **100.00%** | **0.00%** |

In Public-Non Institutions category there are 75 invlid votes.

**Item No.5- Appointment of Dr. Ashok Desai (DIN: 03609419) as Director of the Company.**

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| **Resolution required: (Ordinary/ Special)** | | | Ordinary Resolution | | | | | |
| **Whether promoter/ promoter group are interested in the** | | | No. | | | | | |
| **Category** | **Mode of Voting** | **No. of shares held (1)** | **No. of votes polled (2)** | **% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100** | **No. of Votes – in favour (4)** | **No. of Votes – against (5)** | **% of Votes in favour on votes polled (6)=[(4)/(2)]*100** | **% of Votes against on votes polled (7)=[(5)/(2)]*100** |
| Promoter and Promoter Group | E-Voting | 1009511 | 1006080 | 99.66% | 1006080 | 0 | 100.00% | 0.00% |
| | Poll | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Total | | **1006080** | **99.66%** | **1006080** | **0** | **100.00%** | **0.00%** |
| Public- Institution s | E-Voting | 2292 | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Poll | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Total | | **0** | **0.00%** | **0** | **0** | **0.00%** | **0.00%** |
| Public- Non Institution s | E-Voting | 652745 | 148212 | 22.71% | 148211 | 1 | 100.00% | 0.00% |
| | Poll | | 274 | 0.04% | 274 | 0 | 0.00% | 0.00% |
| | Total | | **148486** | **22.75%** | **148485** | **1** | **100.00%** | **0.00%** |
| Total | | **1664548** | **1154566** | **69.36%** | **1154565** | **1** | **100.00%** | **0.00%** |

In Public-Non Institutions category there are 75 invlid votes.

HINDOOSTAN MILLS LIMITED MUMBAI

Item No.6- Remuneration of Cost Auditor, Mr. Pranav J. Taralekar, Cost Accountants (Regn. No. 101896) for the financial year ending March 31, 2017.

| | |
|---|---|
| Resolution required: (Ordinary/ Special) | Ordinary Resolution |
| Whether promoter/ promoter group are interested in the | No. |

| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | E-Voting | 1009511 | 1006080 | 99.66% | 1006080 | 0 | 100.00% | 0.00% |
| | Poll | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Total | | **1006080** | **99.66%** | **1006080** | **0** | **100.00%** | **0.00%** |
| Public- Institution s | E-Voting | 2292 | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Poll | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Total | | **0** | **0.00%** | **0** | **0** | **0.00%** | **0.00%** |
| Public- Non Institution s | E-Voting | 652745 | 148212 | 22.71% | 148211 | 1 | 100.00% | 0.00% |
| | Poll | | 274 | 0.04% | 274 | 0 | 0.00% | 0.00% |
| | Total | | **148486** | **22.75%** | **148485** | **1** | **100.00%** | **0.00%** |
| Total | | **1664548** | **1154566** | **69.36%** | **1154565** | **1** | **100.00%** | **0.00%** |

In Public-Non Institutions category there are 75 invlid votes.

Item No.6- Remuneration of Cost Auditor, Mr. Pranav J. Taralekar, Cost Accountants (Regn. No. 101896) for the financial year ending March 31, 2018.

| | |
|---|---|
| Resolution required: (Ordinary/ Special) | Ordinary Resolution |
| Whether promoter/ promoter group are interested in the | No. |

| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | E-Voting | 1009511 | 1006080 | 99.66% | 1006080 | 0 | 100.00% | 0.00% |
| | Poll | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Total | | **1006080** | **99.66%** | **1006080** | **0** | **100.00%** | **0.00%** |
| Public- Institution s | E-Voting | 2292 | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Poll | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Total | | **0** | **0.00%** | **0** | **0** | **0.00%** | **0.00%** |
| Public- Non Institution s | E-Voting | 652745 | 148212 | 22.71% | 148211 | 1 | 100.00% | 0.00% |
| | Poll | | 274 | 0.04% | 274 | 0 | 0.00% | 0.00% |
| | Total | | **148486** | **22.75%** | **148485** | **1** | **100.00%** | **0.00%** |
| Total | | **1664548** | **1154566** | **69.36%** | **1154565** | **1** | **100.00%** | **0.00%** |

In Public-Non Institutions category there are 75 invlid votes.

HINDOOSTAN MILLS LIMITED MUMBAI