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HINDOOSTAN
MILLS

BSE LTD. INWARD SECTION
16 DEC 2014
CONTENTS NOT VERIFIED

December 16, 2014

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

Dear Sir,

Sub: Disclosure of Voting Results of the 110th Annual General Meeting of the Company held on December 12, 2014 as per the requirement of Clause 35A of the Equity Listing Agreement

As per the requirement of Clause 35A of Equity Listing Agreement, given below are the details of the voting results at the 110th Annual General Meeting of the Members of the Company held on Friday, December 12, 2014 at 11.00 a.m. at 'Sir Vithaldas Chambers', 6th Floor, 16, Mumbai Samachar Marg, Mumbai – 400 001.

Details of Voting Results

Date of the Annual General Meeting : December 12, 2014

Total number of shareholders on record date : 10,425

No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	30
Public	38
No. of Shareholders attended the Meeting through video conferencing	N/A

Agenda-wise:

Item No.	**Detail of the Agenda**	**Resolution required**	**Mode of voting** (Show of hands/Poll/ Ballot / E-voting)	**Remarks**
1	Adoption of the Audited Statement of Profit and Loss Account for the year ended March 31, 2014 and Balance Sheet as at that date, the Report of the Directors' and Auditors' thereon.	Ordinary	E-voting/ Ballot/Poll	The resolution was passed with requisite majority
2	To declare dividend	Ordinary	E-voting/ Ballot/Poll	The resolution was passed with requisite majority

3	Re-appointment of Mr. Raoul Thackersey, as Director liable to retire by rotation	Ordinary	E-voting/ Ballot/Poll	The resolution was passed with requisite majority
4	Re-appointment of Mr. Naresh R. Kara, as Director liable to retire by rotation.	Ordinary	E-voting/ Ballot/Poll	The resolution was passed with requisite majority
5	To appoint M/s. M.A. Parikh & Co., as Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of 115th Annual General Meeting.	Ordinary	E-voting/ Ballot/Poll	The resolution was passed with requisite majority
6	Revision in remuneration of Mr. Hrishikesh Thackesey, Executive Director for the remaining period upto March 31, 2015.	Ordinary	E-voting/ Ballot/Poll	The resolution was passed with requisite majority
7	Revision in remuneration of Mr. Abhimanyu Thackesey, Executive Director for the remaining period upto June 7, 2016.	Ordinary	E-voting/ Ballot/Poll	The resolution was passed with requisite majority
8	To approve borrowing money(ies) for the business of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013.	Special	E-voting/ Ballot/Poll	The resolution was passed with requisite majority
9	To approve creation of security on the properties of the Company both present and future pursuant to Section 180(1)(a) of the Companies Act, 2013.	Special	E-voting/ Ballot/Poll	The resolution was passed with requisite majority
10	Appointment of Mr. K.D. Vora as an Independent Director of the Company.	Ordinary	E-voting/ Ballot/Poll	The resolution was passed with requisite majority
11	Appointment of Mr. R.N. Bansal as an Independent Director of the Company.	Ordinary	E-voting/ Ballot/Poll	The resolution was passed with requisite majority
12	Appointment of Mr. P.B. Desai as an Independent Director of the Company.	Ordinary	E-voting/ Ballot/Poll	The resolution was passed with requisite majority
13	Appointment of Mr. Sujal A. Shah as an Independent Director of the Company.	Ordinary	E-voting/ Ballot/Poll	The resolution was passed with requisite majority
14	Appointment of Mr. Bhavesh V. Panjuani as an Independent Director of the Company.	Ordinary	E-voting/ Ballot/Poll	The resolution was passed with requisite majority
15	Appointment of Mr. Nitin P. Shingala as an Independent Director of the Company.	Ordinary	E-voting/ Ballot/Poll	The resolution was passed with requisite majority

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16	Appointment of Ms. Vishwadhara Dahanukar as an Independent Director of the Company.	Ordinary	E-voting/ Ballot/Poll	The resolution was passed with requisite majority
17	Approval of remuneration of Cost Auditor, M/s. Anant Ashok Katyare & Co., for the Financial Year ending 31st March, 2015.	Ordinary	E-voting/ Ballot/Poll	The resolution was passed with requisite majority

The voting details are annexed herewith in the prescribed format.

This may also considered as compliance of Clause 31(d) of the Equity Listing Agreement.

Thanking you,

Yours' faithfully,
For HINDOOSTAN MILLS LTD.

DEVANAND MOJIDRA
Company Secretary

Encl: as above

HINDOOSTAN MILLS LIMITED

Annexure

Details for reporting as per Clause 35A of listing agreement based on result of voting, including vote cast by e-voting / postal ballot and poll conducted at 110th Annual General Meeting held on December 12, 2014

Resolution No.1

	Promoter / Public	Total 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
1	Promoter and Promoter Group	988366	988366	100.00	988366	0.00	100.00	0.00
2	Public-Institutional	23953	0	0	0	0.00	0.00	0.00
3	Public-Others	652229	124818	19.14	124698	0.00	100.00	0.00
	Grand Total	1664548	1113184	66.88	1113064	0.00	100.00	0.00

Resolution No.2

	Promoter / Public	Total 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
1	Promoter and Promoter Group	988366	988366	100.00	988366	0.00	100.00	0.00
2	Public-Institutional	23953	0	0	0	0.00	0.00	0.00
3	Public-Others	652229	124818	19.14	124698	0.00	100.00	0.00
	Grand Total	1664548	1113184	66.88	1113064	0.00	100.00	0.00

Resolution No.3

	Promoter / Public	Total 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
1	Promoter and Promoter Group	988366	988366	100.00	988366	0.00	100.00	0.00
2	Public-Institutional	23953	0	0	0	0.00	0.00	0.00
3	Public-Others	652229	124818	19.14	124698	0.00	100.00	0.00
	Grand Total	1664548	1113184	66.88	1113064	0.00	100.00	0.00

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Resolution No.4

	Promoter / Public	Total 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
1	Promoter and Promoter Group	988366	988366	100.00	988366	0.00	100.00	0.00
2	Public-Institutional	23953	0	0	0	0.00	0.00	0.00
3	Public-Others	652229	124818	19.14	124698	0.00	100.00	0.00
	Grand Total	1664548	1113184	66.88	1113064	0.00	100.00	0.00

Resolution No.5

	Promoter / Public	Total 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
1	Promoter and Promoter Group	988366	988366	100.00	988366	0.00	100.00	0.00
2	Public-Institutional	23953	0	0	0	0.00	0.00	0.00
3	Public-Others	652229	124818	19.14	124698	0.00	100.00	0.00
	Grand Total	1664548	1113184	66.88	1113064	0.00	100.00	0.00

Resolution No.6

	Promoter / Public	Total 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
1	Promoter and Promoter Group	988366	988366	100.00	988366	0.00	100.00	0.00
2	Public-Institutional	23953	0	0	0	0.00	0.00	0.00
3	Public-Others	652229	124818	19.14	124698	0.00	100.00	0.00
	Grand Total	1664548	1113184	66.88	1113064	0.00	100.00	0.00

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Resolution No.7

	Promoter / Public	Total 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
1	Promoter and Promoter Group	988366	988366	100.00	988366	0.00	100.00	0.00
2	Public-Institutional	23953	0	0	0	0.00	0.00	0.00
3	Public-Others	652229	124818	19.14	124698	0.00	100.00	0.00
	Grand Total	1664548	1113184	66.88	1113064	0.00	100.00	0.00

Resolution No.8

	Promoter / Public	Total 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
1	Promoter and Promoter Group	988366	988366	100.00	988366	0.00	100.00	0.00
2	Public-Institutional	23953	0	0	0	0.00	0.00	0.00
3	Public-Others	652229	124818	19.14	124698	0.00	100.00	0.00
	Grand Total	1664548	1113184	66.88	1113064	0.00	100.00	0.00

Resolution No.9

	Promoter / Public	Total 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
1	Promoter and Promoter Group	988366	988366	100.00	988366	0.00	100.00	0.00
2	Public-Institutional	23953	0	0	0	0.00	0.00	0.00
3	Public-Others	652229	124818	19.14	124698	0.00	100.00	0.00
	Grand Total	1664548	1113184	66.88	1113064	0.00	100.00	0.00

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Resolution No.10

	Promoter / Public	Total 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
1	Promoter and Promoter Group	988366	988366	100.00	988366	0.00	100.00	0.00
2	Public-Institutional	23953	0	0	0	0.00	0.00	0.00
3	Public-Others	652229	124818	19.14	124698	0.00	100.00	0.00
	Grand Total	1664548	1113184	66.88	1113064	0.00	100.00	0.00

Resolution No.11

	Promoter / Public	Total 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
1	Promoter and Promoter Group	988366	988366	100.00	988366	0.00	100.00	0.00
2	Public-Institutional	23953	0	0	0	0.00	0.00	0.00
3	Public-Others	652229	124818	19.14	124698	0.00	100.00	0.00
	Grand Total	1664548	1113184	66.88	1113064	0.00	100.00	0.00

Resolution No.12

	Promoter / Public	Total 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
1	Promoter and Promoter Group	988366	988366	100.00	988366	0.00	100.00	0.00
2	Public-Institutional	23953	0	0	0	0.00	0.00	0.00
3	Public-Others	652229	124818	19.14	124698	0.00	100.00	0.00
	Grand Total	1664548	1113184	66.88	1113064	0.00	100.00	0.00

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Resolution No.13

	Promoter / Public	Total 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
1	Promoter and Promoter Group	988366	988366	100.00	988366	0.00	100.00	0.00
2	Public-Institutional	23953	0	0	0	0.00	0.00	0.00
3	Public-Others	652229	124818	19.14	124698	0.00	100.00	0.00
	Grand Total	1664548	1113184	66.88	1113064	0.00	100.00	0.00

Resolution No.14

	Promoter / Public	Total 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
1	Promoter and Promoter Group	988366	988366	100.00	988366	0.00	100.00	0.00
2	Public-Institutional	23953	0	0	0	0.00	0.00	0.00
3	Public-Others	652229	124818	19.14	124698	0.00	100.00	0.00
	Grand Total	1664548	1113184	66.88	1113064	0.00	100.00	0.00

Resolution No.15

	Promoter / Public	Total 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
1	Promoter and Promoter Group	988366	988366	100.00	988366	0.00	100.00	0.00
2	Public-Institutional	23953	0	0	0	0.00	0.00	0.00
3	Public-Others	652229	124818	19.14	124698	0.00	100.00	0.00
	Grand Total	1664548	1113184	66.88	1113064	0.00	100.00	0.00

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Resolution No.16

	Promoter / Public	Total 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
1	Promoter and Promoter Group	988366	988366	100.00	988366	0.00	100.00	0.00
2	Public-Institutional	23953	0	0	0	0.00	0.00	0.00
3	Public-Others	652229	124818	19.14	124698	0.00	100.00	0.00
	Grand Total	1664548	1113184	66.88	1113064	0.00	100.00	0.00

Resolution No.17

	Promoter / Public	Total 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
1	Promoter and Promoter Group	988366	988366	100.00	988366	0.00	100.00	0.00
2	Public-Institutional	23953	0	0	0	0.00	0.00	0.00
3	Public-Others	652229	124818	19.14	124698	0.00	100.00	0.00
	Grand Total	1664548	1113184	66.88	1113064	0.00	100.00	0.00

HINDOOSTAN MILLS LIMITED
MUMBAI

Combined Scrutinizer's For E-voting, Ballot form and Poll for Hindoostan Mills Limited

To,

The Chairman of the 110th 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, ballot form and poll conducted at the 110th Annual General Meeting (AGM) of Hindoostan Mills Limited("the Company") held on 12th December, 2014

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 his office at C-4, Raja Bahadur Mansion, 2nd Floor, 20, Ambalal Doshi Marg, Fort, Mumbai 400 023 as Scrutinizer for the purpose of the e-voting and Postal Ballot on the below mentioned resolution(s) at the 110th Annual General Meeting of the Equity Shareholders of Hindoostan Mills Limited held on 12th December, 2014 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 6th December, 2014 (9.00 a.m. IST) to 8th December, 2014 (6.00 p.m. IST). The E-voting results were unblocked by me on 9th December, 2014 in the presence of two witnesses. For further details, kindly refer to my Scrutinizer's report dated 9th December, 2014, which is attached herewith.

2) The Company has also given facility of voting by Postal Ballot to facilitate the Members who could not participate in the e-voting or who could not present for the meeting. The voting by Postal Ballot was concluded on 08th December, 2014(6.00 p.m. IST) and for further details kindly refer to my Scrutinizer's Report dated 9th December, 2014, which is attached herewith.

3) At the 110th Annual General Meeting (AGM) of the Company, held 12th December, 2014, 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 and Postal ballot 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 15th December, 2014, which is attached herewith.

4) The result of the E-voting / Postal Ballot 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 Statement of Profit and Loss for the year ended March 31, 2014 and Balance Sheets as at that date, the Report of Board of Directors and Auditors thereon	E-Voting	361	Nil	Nil
		Postal Ballot	1,06,728	Nil	Nil
		AGM Poll	10,05,975	Nil	120
		Total	**11,13,064**	Nil	120
2.	To declare Dividend	E-Voting	361	Nil	Nil
		Postal Ballot	1,06,728	Nil	Nil
		AGM Poll	10,05,975	Nil	120
		Total	**11,13,064**	Nil	120
3.	Re-appointment of Mr. Raoul Thackersey as Director liable to retire by rotation	E-Voting	361	Nil	Nil
		Postal Ballot	1,06,728	Nil	Nil
		AGM Poll	10,05,975	Nil	120
		Total	**11,13,064**	Nil	120
4.	Re-appointment of Mr. Naresh R. Kara as Director liable to retire by rotation	E-Voting	361	Nil	Nil
		Postal Ballot	1,06,728	Nil	Nil
		AGM Poll	10,05,975	Nil	120
		Total	**11,13,064**	Nil	120
5.	To appoint M/s. M. A. Parikh & co. as Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of 115th Annual General Meeting.	E-Voting	361	Nil	Nil
		Postal Ballot	1,06,728	Nil	Nil
		AGM Poll	10,05,975	Nil	120
		Total	**11,13,064**	Nil	120
6.	Revision in remuneration of Mr. Hrishikesh Thackersey, Executive Director for the	E-Voting	361	Nil	Nil
		Postal Ballot	1,06,728	Nil	Nil

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	remaining period upto March 31, 2015	AGM Poll	10,05,975	Nil	120
		Total	**11,13,064**	Nil	120
7.	Revision in remuneration of Mr. Abhimanyu Thackersey, Executive Director for the remaining period upto June 7 2016.	E-Voting	361	Nil	Nil
		Postal Ballot	1,06,728	Nil	Nil
		AGM Poll	10,05,975	Nil	120
		Total	**11,13,064**	Nil	120
8.	To approve borrowing money (ies) for the business of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013.	E-Voting	361	Nil	Nil
		Postal Ballot	1,06,728	Nil	Nil
		AGM Poll	10,05,975	Nil	120
		Total	**11,13,064**	Nil	120
9.	To approve creation of security on the properties of the Company both present and future pursuant to Section 180(1)(a) of the Companies Act, 2013	E-Voting	361	Nil	Nil
		Postal Ballot	1,06,728	Nil	Nil
		AGM Poll	10,05,975	Nil	120
		Total	**11,13,064**	Nil	120
10.	Appointment of Mr. K. D. Vora as an Independent Director of the Company	E-Voting	361	Nil	Nil
		Postal Ballot	1,06,728	Nil	Nil
		AGM Poll	10,05,975	Nil	120
		Total	**11,13,064**	Nil	120
11.	Appointment of Mr. R. N. Bansal as an Independent Director of the Company	E-Voting	361	Nil	Nil
		Postal Ballot	1,06,728	Nil	Nil
		AGM Poll	10,05,975	Nil	120
		Total	**11,13,064**	Nil	120
12.	Appointment of Mr. P. B. Desai as an Independent Director of the Company	E-Voting	361	Nil	Nil
		Postal Ballot	1,06,728	Nil	Nil
		AGM Poll	10,05,975	Nil	120
		Total	**11,13,064**	Nil	120
13.	Appointment of Mr. Sujal A. Shah as an Independent Director of the Company	E-Voting	361	Nil	Nil
		Postal Ballot	1,06,728	Nil	Nil
		AGM Poll	10,05,975	Nil	120
		Total	**11,13,064**	Nil	120
14.	Appointment of Mr. Bhavesh V. Panjuani as an Independent Director of the	E-Voting	361	Nil	Nil
		Postal Ballot	1,06,728	Nil	Nil

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	Company.	AGM Poll	10,05,975	Nil	120
		Total	**11,13,064**	Nil	120
15.	Appointment of Mr. Nitin P. Shingala as an Independent Director of the Company.	E-Voting	361	Nil	Nil
		Postal Ballot	1,06,728	Nil	Nil
		AGM Poll	10,05,975	Nil	120
		Total	**11,13,064**	Nil	120
16.	Appointment of Ms. Vishwadhara Dahanukar as an Independent Director of the Company.	E-Voting	361	Nil	Nil
		Postal Ballot	1,06,728	Nil	Nil
		AGM Poll	10,05,975	Nil	120
		Total	**11,13,064**	Nil	120
17.	Approval of remuneration of Cost Auditor, M/s. Anant Ashok Katyare & Co., for the Financial Year ending 31st March 2015.	E-Voting	361	Nil	Nil
		Postal Ballot	1,06,728	Nil	Nil
		AGM Poll	10,05,975	Nil	120
		Total	**11,13,064**	Nil	120

5) Based on the foregoing, all the Resolutions as mentioned in serial No.(s) 1 to 17 stands passed with requisite majority under E-voting, ballot through post and poll.

Thanking You,
Yours faithfully,
PRS Associates
Company Secretaries

Narayan Parekh
Partner,
Membership No. ACS - 8059
C. P. No. 6448
Place: Mumbai
Dated: 15th December, 2014

PRS ASSOCIATES, COMPANY SECRETARIES
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