ESTD. 1873

HINDOOSTAN
MILLS

September 27, 2019

The BSE Ltd,
P.J.Towers,
Dalal Street,
Mumbai – 400001
SCRIP CODE: 509895

Sub.: Outcome of 115th Annual General Meeting (AGM) held on September 27, 2019
Ref.: Submission of Voting Results pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We wish to inform you that the 115th Annual General Meeting (AGM) of the Company was held on Friday, September 27, 2019 at 11.00 AM at the registered office situated at Sir Vithaldas Chambers, 16, Mumbai Samachar Marg, Mumbai – 400 001. Pursuant to Section 108 of the Companies Act, 2013 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility for remote e-voting to the shareholders as on the cut-off date i.e. 20/09/2019 to cast their votes electronically on the items of business as stated in the AGM Notice. The remote e-voting commenced on 24/09/2019 (9.00 a.m.) and ended on 26/09/2019 (5.00 p.m.).

The Company has now received the report of the Scrutinizer confirming the details of voting through remote e-voting and details of voting by ballot at the AGM. Accordingly, as per the said Rules, on account of passing of resolutions with requisite majority, the resolutions as stated in the AGM Notice dated 07/08/2019 are deemed to be passed on the date of the AGM i.e. 27/09/2019.

A copy of the Scrutinizer's consolidated report on e-voting and on poll is enclosed and the same is also being placed on the website of the Company and CDSL.

Kindly take the same on record and acknowledge the receipt.

For **HINDOOSTAN MILLS LIMITED,**

KAUSHIK KAPASI
Company Secretary

PRS
ASSOCIATES
COMPANY SECRETARIES

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

To,
The Chairman of the 115th 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 115th Annual General Meeting (AGM) of Hindoostan Mills Limited ("the Company") held on 27th September, 2019

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 115th Annual General Meeting of the Equity Shareholders of Hindoostan Mills Limited held on 27th September, 2019 at 11.00 a.m. at Sir Vithaldas Chambers, 6th Floor, 16, Mumbai Samachar Marg, Mumbai - 400 001 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 24th September, 2019 (9.00 a.m. IST) to 26th September, 2019 (5.00 p.m. IST). The E-voting results were unblocked by me on 27th September, 2019 in the presence of two witnesses. For further details, kindly refer to my Scrutinizer's report dated 27th September, 2019, which is attached herewith.

2) At the 115th Annual General Meeting (AGM) of the Company held 27th September, 2019, 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-

ASSOCIATES, COMPANY SECRETARIES
MUMBAI

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 27th September, 2019, 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, 2019 and the Reports of the Directors and Auditors.	E-Voting	11,54,921	0	0
		AGM Poll	92	0	5
		Total	**11,55,013**	0	5
2.	Re-appointment of Mr. Khushaal Thackersey as a Director liable to retire by rotation.	E-Voting	11,54,921	0	0
		AGM Poll	92	0	5
		Total	**11,55,013**	0	5
3.	Re-appointment of M/s. M. A. Parikh & Co. as Statutory Auditors of the Company for two years	E-Voting	11,54,921	0	0
		AGM Poll	92	0	5
		Total	**11,55,013**	0	5
4.	Re- Appointment of Mr. Sujal A. Shah as an Independent Director of the Company for a period of five years.	E-Voting	11,54,921	0	0
		AGM Poll	92	0	5
		Total	**11,55,013**	0	5
5.	Re-Appointment of Mr. Bhavesh V. Panjuani as an Independent Director for a period of five years	E-Voting	11,54,921	0	0
		AGM Poll	92	0	5
		Total	**11,55,013**	0	5
6.	Appointment Ms. Maitreyee Agboatwala as an Independent Woman Director for a period of five years.	E-Voting	11,54,921	0	0
		AGM Poll	92	0	5
		Total	**11,55,013**	0	5
7.	Appointment of Mr. Amol P. Vora as an Independent Director for a period of five years	E-Voting	11,54,921	0	0
		AGM Poll	92	0	5
		Total	**11,55,013**	0	5

ASSOCIATES, COMPANY SECRETARIES
MUMBAI

8.	Ratification of Remuneration payable to Cost Auditor, Mr. Pranav J Taralekar for the financial year ending 31st March 2020.	E-Voting	11,54,921	0	0
		AGM Poll	92	0	5
		Total	**11,55,013**	0	5
9.	Approval for sell/transfer/dispose-off assets of Composite Unit/Division	E-Voting	11,54,921	0	0
		AGM Poll	92	0	5
		Total	**11,55,013**	0	5

4) Based on the foregoing, all the Resolutions as mentioned in serial No.(s) 1 to 9 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: 27th September, 2019

PRS ASSOCIATES, COMPANY SECRETARIES MUMBAI

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COMPANY SECRETARIES

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2014 as amended]

To,

The Chairman

115th Annual General Meeting of the Equity Shareholders of Hindoostan Mills Limited held on 27th September, 2019 at 11.00 a.m. at Sir Vithaldas Chambers, 6th Floor, 16, Mumbai Samachar Marg, Fort, Mumbai- 400 001.

Dear Sir,

I, 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-400 023 have been appointed as a Scrutinizer of Hindoostan Mills Limited ("the Company") for the purpose of the scrutinizing the e-voting process 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 as amended from time to time and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 as amended from time to time on the resolution(s), at the 115th Annual General Meeting of the Equity Shareholders of Hindoostan Mills Limited held on 27th September, 2019 at 11.00 a.m. at Sir Vithaldas Chambers, 6th Floor, 16, Mumbai Samachar Marg, Fort, Mumbai- 400 001. We submit our report as under:

1. The e-voting period remained open from 24th September, 2019 (9.00 a.m. IST) to 26th September, 2019 (5.00 p.m. IST).

2. The shareholders holding shares as on the "cut-off" date i.e. 20th September, 2019 were entitled to vote on the proposed resolutions (Item no 1 to 9 as set out in the Notice of the 115th AGM of Hindoostan Mills Limited)

PRS ASSOCIATES, COMPANY SECRETARIES ★ MUMBAI

3. The votes were unblocked on 27th September, 2019 at 1.36 P.M. in the presence of two witnesses, Mr. Sanjay Shringarpure (1902, 19th Floor, Woodbine, Everest World, Kolshet Road, Opp. Bayer India, Dhokali, Thane – 400607) and Ms. Shreya Negandhi (301,Shankar Nagar, Tilak Road, Ghatkopar (east) Mumbai-77.) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name:- Sanjay Shringarpure　　　　Name :- Shreya Negandhi

4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "FOR" and "AGAINST", were downloaded from the e-voting website of Central Depository Services(India) Limited (http://www.evoting.india.com/).

5. The result of the e-voting is as under:

(i) Resolution 1- Adoption of the Audited Financial Statement of the Company for the year ended March 31, 2019 and the Reports of the Directors and Auditors.

Voted **in favour** of the resolution:

Number of members voted	**Number of votes cast by them**	**% of total number of valid votes cast**
60	11,54,921	100

Voted **against** the resolution:

Number of members voted	**Number of votes cast by them**	**% of total number of valid votes cast**
0	0	0

PRS ASSOCIATES, COMPANY SECRETARIES MUMBAI

Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

(ii) **Resolution 2 - Re-appointment of Mr. Khushaal Thackersey as Director liable to retire by rotation.**

Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
60	11,54,921	100

Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

(iii) **Resolution 3- Re-appointment of M/s. M. A. Parikh & co. as Statutory Auditors of the Company for two years**

Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
60	11,54,921	100

ASSOCIATES, COMPANY SECRETARIES
MUMBAI

Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

(iv) Resolution 4 – Re-appointment of Mr. Sujal A. Shah as an Independent Director of the Company for a period of five years.

Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
60	11,54,921	100

Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

(v) Resolution 5 - Re-appointment of Mr. Bhavesh V. Panjuani as an Independent Director for a period of five years

ASSOCIATES, COMPANY SECRETARIES
MUMBAI

Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
60	11,54,921	100

Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

(vi) Resolution 6 -. Appointment Ms. Maitreyee Agboatwala as an Independent Woman Director for a period of five years

Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
60	11,54,921	100

Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

PRS ASSOCIATES, COMPANY SECRETARIES MUMBAI

Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

(vii) Resolution 7- Appointment of Mr Amol P. Vora as an Independent Director for a period of five years.

Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
60	11,54,921	100

Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

(viii) Resolution 8- Ratification of Remuneration payable to Cost Auditor, Mr. Pranav J Taralekar for the financial year ending March 31, 2020.

Voted **in favour** of the resolution:

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

ASSOCIATES, COMPANY SECRETARIES MUMBAI

60	11,54,921	100

Voted **against** the resolution:

Number of members voted	**Number of votes cast by them**	**% of total number of valid votes cast**
0	0	0

Invalid votes:

Total number of members whose votes were declared invalid	**Total number of votes cast by them**
0	0

(ix) **Resolution-9 Approval for sell / transfer/dispose off assets of composite unit / division.**

Voted **in favour** of the resolution:

Number of members voted	**Number of votes cast by them**	**% of total number of valid votes cast**
60	11,54,921	100

Voted **against** the resolution:

Number of members voted	**Number of votes cast by them**	**% of total number of valid votes cast**
0	0	0

Invalid votes:

Total number of members whose votes were declared invalid	**Total number of votes cast by them**
0	0

PRS ASSOCIATES, COMPANY SECRETARIES
MUMBAI

6. The Registers, 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 Annual General Meeting and the same will be handed over to the Director authorised by the Board for safe keeping.

Thanking You.

Yours faithfully,

PRS Associates

Company Secretaries

NSParekh

Narayan Parekh

Partner

Membership No.

ACS - 8059

C. P. No. 6448

PRS ASSOCIATES, COMPANY SECRETARIES MUMBAI

Place: Mumbai

Dated: 27th September, 2019

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman

115th Annual General Meeting of the Equity Shareholders of Hindoostan Mills Limited held on 27th September, 2019 at 11.00 a.m. at Sir Vithaldas Chambers, 6th Floor, 16, Mumbai Samachar Marg, Fort, Mumbai- 400 001

Dear Sir,

I, 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 400 023 appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 115th Annual General Meeting of the Equity Shareholders of Hindoostan Mills Limited held on 27th September, 2019 at 11.00 a.m. at Sir Vithaldas Chambers, 6th Floor, 16, Mumbai Samachar Marg, Mumbai - 400 001 submit my report as under:

1) After the time fixed for closing of the poll by the Chairman, one (1) ballot box kept for polling was locked in my presence with due identification marks placed by me.

2) The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

3) I found one poll paper invalid

PRS ASSOCIATES, COMPANY SECRETARIES
MUMBAI

4) The result of the Poll is as under:

(i) **Resolution 1- Adoption of the Audited Financial Statement of the Company for the year ended March 31, 2019 and the Reports of the Directors and Auditors.**

Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	92	100

Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	5

(ii) **Resolution 2- Re-appointment of Mr. Khushaal Thackersey as a Director liable to retire by rotation.**

Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	92	100

Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

PRS ASSOCIATES, COMPANY SECRETARIES
MUMBAI

Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	5

(iii) **Resolution 3- Re-appointment of M/s. M. A. Parikh & co. as Statutory Auditors of the Company for two years.**

Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	92	100

Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	5

(iv) **Resolution 4- Re-appointment of Mr. Sujal A. Shah as an Independent Director of the Company for a period of five years.**

Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	92	100

PRS ASSOCIATES, COMPANY SECRETARIES
MUMBAI

Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	5

(v) Resolution 5 – Re-appointment of Mr. Bhavesh V. Panjuani as an Independent Director for a period of five years.

Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	92	100

Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	5

(vi) Resolution 6- Appointment Ms. Maitreyee Agboatwala as an Independent Woman Director for a period of five years.

PRS ASSOCIATES, COMPANY SECRETARIES MUMBAI

Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	92	100

Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	5

(vii) **Resolution 7- Appointment of Mr Amol P. Vora as an Independent Director for a period of five years.**

Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	92	100

Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

PRS ASSOCIATES, COMPANY SECRETARIES
MUMBAI

Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	5

(viii) **Resolution-8 Ratification of Remuneration payable to Cost Auditor, Mr. Pranav J Taralekar for the financial year ending March 31, 2020.**

Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	92	100

Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	5

(ix) **Resolution 9- Approval for sell /transfer /dispose off assets of Composite Unit/Division**

Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	92	100

ASSOCIATES, COMPANY SECRETA
MUMBAI

Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	5

5) A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6) The poll papers and all other relevant records were sealed and handed over to the Director authorized by the Board for safe keeping.

Thanking You.
Yours faithfully,
PRS Associates
Company Secretaries

Narayan Parekh
Partner
Membership No.
ACS - 8059
C. P. No. 6448
Place: Mumbai

PRS ASSOCIATES, COMPANY SECRETARIES
MUMBAI

Dated: - 27th September, 2019

Witnesses:-

Name: - 1. Mr. Sanjay Shringarpure

2. Ms. Shreya Negandhi