



Ref No.: 07/KCP/2018-2019

**CONSOLIDATED REPORT OF SCRUTINIZER ON REMOTE E-VOTING AND VOTING THROUGH
POLLING PAPER**

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 read with Companies (Management and Administration) Amendment Rules, 2015]

To,

The Chairman

Hind Securities & Credits Limited

D-16, Ground Floor, Udyog Nagar,
Nangloi, Delhi- 110041

Sub: Report on voting through electronic means carried out during Wednesday, September 26, 2018 (09:00 A.M. IST) to Friday, September 28, 2018 (05:00 P.M. IST) and Poll conducted at the Twenty Fifth Annual General Meeting of the Company held on Saturday, September 29, 2018 at 10:00 A.M. IST at D-16, Ground Floor, Udyog Nagar, Nangloi, Delhi- 110041

Dear Sir,

We, APAC & Associates LLP, Company Secretaries (Registration No. AAF-7948), appointed as Scrutinizer by the Board of Directors of Hind Securities & Credits Limited ("the Company") in the Board Meeting held on August 09, 2018:

- (i) for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
- (ii) for the purpose of scrutinizing the poll taken on the below mentioned resolution(s), at the 25th Annual General Meeting of the Members of the Company held on Saturday, September 29, 2018 at 10:00 A.M. IST at D-16, Ground Floor, Udyog Nagar, Nangloi, Delhi- 110041, submit our report as under:

1. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and poll on the resolutions contained in the Notice to 25th Annual General Meeting (AGM) of the shareholders of the Company. Our responsibility as a Scrutinizer is to make a Scrutinizer's report of the votes cast "in favor" or "against" the resolutions stated above,



[Signature]

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based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited ("CDSL"), the authorized agency to provide e-voting facilities, engaged by the Company and the poll received at the 25th Annual General Meeting of the Company.

2. Further for the above, we submit our report as under:

- a. In accordance with the Notice of the 25th AGM sent to the shareholders, the e-voting period commenced on Wednesday, September 26, 2018 at 09:00 A.M. IST to Friday, September 28, 2018 at 05:00 P.M IST.
- b. The voting rights were reckoned on Friday, September 22, 2018 being the "Cut Off Date" for the purpose of determining entitlement of the members to vote on the resolutions set forth in the AGM Notice through Remote e-Voting and Ballot Paper at the AGM on the resolutions (item no. 1 to 2 as set out in the notice of the 25th AGM of the Company).
- c. At the venue of the AGM, the facility to vote through Ballot papers had been provided to those members who were present in the AGM and have not exercised the option of Remote E-voting.
- d. We had locked and sealed two empty ballot boxes in the presence of the members and proxies after showing the empty ballot boxes to the members. Thereafter, members had cast their votes and dropped the Ballot Papers in the ballot boxes.
- e. After the time fixed for closing of the Poll by the Chairman, the locked ballot boxes was subsequently opened in our presence along with two witnesses, Ms. Komal Bhola and Ms. Parul Chadha, who are not in the employment of the Company and poll papers were diligently scrutinized. The witnesses have signed below in confirmation of the ballot boxes being unlocked in their presence. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.



Name: Komal Bhola



Name: Parul Chadha

- f. The polling papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.

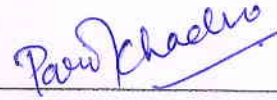




- g. After counting the votes casted by the members and proxy holders present at the 25th AGM, through polling paper, the votes casted through remote e-voting were unblocked on September 29, 2018, around 11:10 A.M. in the presence of two witnesses, Ms. Komal Bhola & Ms. Parul Chadha, who are not in the employment of the Company. They have signed below in confirmation of the remote e-votes being unblocked in their presence.



Name: Komal Bhola



Name: Parul Chadha

- h. Thereafter, the details containing *inter-alia*, list of Equity Shareholders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of CDSL and poll conducted at the 25th Annual General Meeting and based on such, the result is as under:

Item No. 1

Ordinary Resolution: Adoption of the Audited Financial Statements of the Company for the year ended on 31st March, 2018 together with the reports of the Board of Directors and Auditors thereon.

- (i) Voted **in favor** of the resolution:

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	12	433672	69.30
E-voting	24	192117	30.70
Total	36	625789	100.00

- (ii) Voted **against** the resolution:

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00
E-voting	0	0	0.00
Total	0	0	0.00





(iii) **Invalid votes:**

Mode of voting	Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
Physical	7	117600
E-voting	0	0
Total	7	117600

Therefore, the resolution No. 1 has been approved with unanimous approval.

Item No. 2

Ordinary Resolution: Appointment of director in place of Mr. Balraj Singhal (DIN: 06827309), who retires by rotation and, being eligible, seeks re-appointment.

(i) **Voted in favor** of the resolution:

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	12	433672	69.30
E-voting	23	192017	30.68
Total	35	625689	99.98

(ii) **Voted against** the resolution:

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00
E-voting	1	100	0.02
Total	1	100	0.02

(iii) **Invalid votes:**

Mode of voting	Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
Physical	7	117600
E-voting	0	0
Total	7	117600

Therefore, the resolution No. 2 has been approved with requisite majority.



3. The relevant records relating to poll including voting by electronic means shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the 25th Annual General Meeting and the same shall thereafter be handed over to the Company Secretary for safe keeping.
4. It is to be noted:
 - a. The shareholders abstained from voting were not considered;
 - b. Shareholders whose details are not matched as per list of shareholders as on Cut-off date (i.e. September 22, 2018) were considered as invalid;
 - c. Institutional shareholders whose authorization resolutions were not received were considered as invalid; and
 - d. The voting of shareholders, who have exercised their right to vote by way of remote e-voting and has once again voted in AGM, by way of e-voting were considered valid and voting cast through ballot in AGM were considered as invalid.

Restriction on Use

This report has been issued at the request of the Company for (i) submission to Stock Exchange, (ii) to be placed on website of the Company and (iii) website of CDSL. This report is not to be used for any other purpose or to be distributed to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking you,

Yours faithfully,

**For APAC & Associates LLP
Company Secretaries**



**Kailash Chandra Pandey
Partner
C P No.: 14348**



**Date: September 29, 2018
Place: Delhi**