



Ref No.: 19/NA/2019-2020

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, as amended

To
The Chairman
Hind Securities & Credits Limited

Sub: Report on voting through electronic means and Poll conducted at the 26th Annual General Meeting (AGM) of the Company held on Saturday, September 28, 2019 at 11:30 A.M. at D-16, Ground Floor, Udyog Nagar, Nangloi, Delhi- 110041.

Dear Sir,

I, Chetan Gupta, Company Secretary in Practice (COP No – 7077) & Partner, APAC & Associates LLP, Company Secretaries (ICSI Unique Code – P2011DE025300), have been appointed as Scrutinizer by the Board of Directors of Hind Securities & Credits Limited ("the Company") in the Board Meeting held on August 12, 2019.

- (i) for the purpose of scrutinizing the e-voting process carried out during September 25, 2019 (09:00 A.M.) to September 27, 2019 (5:00 P.M.) 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 the poll taken on the below mentioned resolution(s), at the 26th Annual General Meeting of the members of Hind Securities & Credits Limited, held on Saturday, September 28, 2019 at D-16, Ground Floor, Udyog Nagar, Nangloi, Delhi- 110041, submit my report as under:

Management's Responsibility

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 of 26th AGM of the members of the Company.

Scrutinizer's Responsibility

My responsibility as a Scrutinizer is to make a Scrutinizer's report of the votes cast in "favour" or "against", based on the reports generated from the e-voting system provided by the Link Intime India Private Limited ("LIPL"), the authorized agency to provide e-voting facilities, engaged by the Company and the poll received at the 26th AGM of the Company.



Page 1 of 7

APAC & Associates LLP, a Limited Liability Partnership with LLP Registration No. AAF-7948

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1. Further for the above, I submit my report as under:

- a. The voting rights were reckoned on Wednesday, September 21, 2019 being the "Cut Off Date" for the purpose of determining entitlements of the members to vote on the resolutions set forth in the AGM Notice through Remote e-Voting and Polling Papers at the AGM on the resolutions (item no. 1 to 5 as set out in the notice of the 26th AGM of the Company).
- b. The Company has completed the dispatch of AGM Notice on September 03, 2019 to its members registered as on August 23, 2019:
 - through registered post whose email IDs were not registered with the Company or its Registrar and Transfer Agent; and
 - through email by LIPL along with the details of Login ID and password whose email IDs were registered.
- c. In accordance with the Notice of the 26thAGM sent to the members, the e-voting period commenced on Wednesday, September 25, 2019 at 09:00 A.M. to Friday, September 27, 2019 at 05:00 P.M.
- d. 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.
- e. I have locked and sealed one empty ballot box in the presence of the members and proxies after showing the empty ballot box to the members. Thereafter, members have casted their votes and dropped the ballot papers in the ballot box.
- f. After the closure of the voting at the AGM, the locked ballot box was subsequently opened in my presence along with two witnesses, Mr. Kailash Chandra Pandey and Ms. Riya Gupta who are not in the employment of the Company and ballot papers were diligently scrutinized. The ballot 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.
- g. The ballot papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
- h. After counting the votes casted by the members and proxies present at the 26thAGM, through ballot papers, the votes casted through remote e-voting were unblocked on September 28, 2019, in the presence of two witnesses, Mr. Kailash Chandra Pandey and Ms. Riya Gupta who are not in the employment of the Company.
- i. Thereafter, the details containing *inter-alia*, list of members, who voted in "favour" or "against" each of the resolutions that were put to vote, was generated from the e-voting website of the LIPL and poll conducted at the 26thAGM.



- j. The ballot papers were diligently scrutinized, the details of members with signature were verified and the shareholding was matched / confirmed with the Register of Member(s) of the Company.
- k. The particulars of all ballot papers received from the members as well as details of e-voting as recorded through online platform provided by LIPL have been consolidated.
- l. A summary of the ballot papers received / votes cast electronically is given below:

Item No. 1

Ordinary Resolution: To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Report of the Board of Directors and the 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	23	1560043	92.69
E-voting	6	122987	7.31
Total	29	1683030	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
E-voting	0	0	0
Total	0	0	0

(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	1	5000
E-voting	0	0
Total	1	5000



19

Item No. 2

Ordinary Resolution: To appoint a Director in place of Mr. Shyam Lal Bansal (DIN: 01071068), who retires by rotation and being eligible, offers himself for 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	23	1560043	92.69
E-voting	6	122987	7.31
Total	29	1683030	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
E-voting	0	0	0
Total	0	0	0

(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	1	5000
E-voting	0	0
Total	1	5000

Item No. 3

Ordinary Resolution: To appoint Mrs. Shashi Batra (DIN: 08313053) as a Director of the Company.

(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	23	1560043	100.00
E-voting	0	0	0.00
Total	23	1560043	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
E-voting	0	0	0
Total	0	0	0

(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	1	5000
E-voting	0	0
Total	1	5000

Item No. 4

Ordinary Resolution: To appoint Mr. Gopal Krishan Talanga (DIN: 08465389) as a Director of the Company.

(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	23	1560043	100.00
E-voting	0	0	0.00
Total	23	1560043	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
E-voting	0	0	0
Total	0	0	0

(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	1	5000
E-voting	0	0
Total	1	5000



Item No. 5

Ordinary Resolution: To appoint Mr. Anurag Jain (DIN: 08465472) as a Director of the Company.

(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	23	1560043	100.00
E-voting	0	0	0.00
Total	23	1560043	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
E-voting	0	0	0
Total	0	0	0

(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	1	5000
E-voting	0	0
Total	1	5000

2. Based on the aforesaid results, I report that 5 Ordinary Resolutions as set out in Items No. 1 to 5 of the Notice of 26thAGM have been **passed with requisite majority** on September 28, 2019. You may declare the result accordingly.
3. The relevant records relating to poll including voting by electronic means shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the 26th AGM and the same shall thereafter be handed over to the Company Secretary for safe keeping.
4. It is to be noted:
 - a. The members abstained from voting were not considered;
 - b. Body Corporates whose authorization resolutions/letter were not received were considered as invalid; and
 - c. In terms of Procedure and Instructions for E-voting given along with Notice, the votes via e-voting mode were considered valid in case the members opted to vote through both modes i.e. physical as well as electronically.

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 LIPL. 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



Chetan Gupta

Partner

C P No.:7077

Date: 28.09.2019

Place: New Delhi

UDIN: F006496A000017531