

Combined Scrutinizer's Report on Remote E-voting & Voting conducted at the 24th AGM of Hincon Holdings Limited held on Tuesday September 29, 2020

To,
The Chairman,
Hincon Holdings Limited

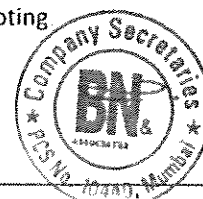
24th Annual General Meeting of the Equity Shareholders of Hincon Holdings Limited held on Tuesday, September 29, 2020 by means of Video Conferencing (VC) / Other Audio Visual Means (OAVM) commencing at 11.00 A.M. IST

Sub: Passing of Resolution(s) through electronic voting pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and the General Circulars No. 20/2020 dated May 5, 2020, read with circulars dated April 8, 2020 and April 13, 2020 issued by the Ministry of Corporate Affairs (MCA) referred to as "Applicable Circulars".

The Board of Directors of Hincon Holdings Limited (*hereinafter referred to as the "Company" or "HHL"*) at its meeting held on August 25, 2020 has appointed me as the Scrutinizer for the Remote E-voting process as well as to scrutinize the electronic voting conducted at the 24th AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and as per the "Applicable Circulars" issued in this connection by MCA, providing relaxation for the manner in which the AGM shall be held and conducted. The Applicable Circulars provides for relaxation in the manner in which the AGM will be held including the manner of sending the Notices and Annual Reports to the shareholders and the manner of voting at the meeting, which was necessitated on account of the outbreak of COVID -19 (CORONAVIRUS) pandemic. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the relaxations as provided in the Applicable Circulars.

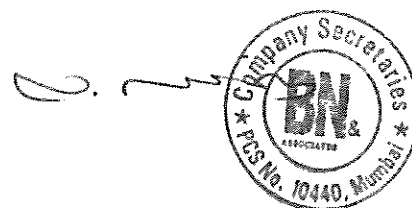
Report on Scrutiny:

- The Company had appointed National Securities Depository Ltd. ('NSDL') as the Service provider, for the purpose of extending the facility of Remote E-Voting to the Members of the Company and for voting electronically at the meeting.
- Link Intime India Private Ltd is the Registrar and Share Transfer Agents ('RTA') of the Company.
- The Service Provider had provided a system for recording the votes of the Members electronically through remote e-voting as well as at the meeting on all the Ordinary items of the business) sought to be transacted in the 24th Annual General Meeting ('AGM') of the Company, which was held on Tuesday, September 29, 2020.
- The Service Provider had set up electronic voting facility on their website, <https://evoting.nsdl.com>. The Company had uploaded all the items of the business to be transacted at the AGM on the website of the Company and also its Service Provider to facilitate their Members to cast their vote through Remote E-Voting



- The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under.
- My responsibility as the Scrutinizer of the voting process (through E-voting), was restricted to scrutinize the E-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on the reports generated from the E-voting system provided by NSDL the service provider .
- As mentioned in the **Applicable Circulars**, the service provider had sent the Notices of the AGM along with Annual Report and E-voting details by email to those Members, whose email id was made available by the Depositories or the RTA. For those Members whose email id was not available, or holding in physical form, who had not registered their email id with the RTA the Notices could not be sent.
- The **Cut-off date** for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was **Tuesday September 22, 2020**.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for four days from **Friday September 25, 2020 at 9.00 A.M. to Monday September 28, 2020 at 5:00 P.M.**
- The Company completed sending the notices by email to the members by **September 07, 2020**.
- As prescribed in **clause IV of the Circular dated May 5, 2020 issued by MCA**, which is forming part of the **Applicable Circulars**, the Company had released an advertisement prior to sending Notices to the Shareholders which was published in English in 'Business Standard' newspaper dated September 5, 2020 and in Marathi in 'Sakal' newspaper dated September 5, 2020. The Notice contained the required information as provided under clause IV (a) to (f) of the said circular
- As prescribed in **clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014**, the Company also released an advertisement, which was published more than 21 days before the date of the AGM in English in 'Business Standard ' newspaper having country-wide circulation dated September 10, 2020 and in Marathi in 'Sakal' newspaper dated September 10, 2020. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.
- **At the end of the voting period on September 28, 2020 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith.**
- **At the 24th AGM of the Company held through VC / OAVM means, on Tuesday September 29, 2020**, after considering all the items of business, the facility to vote electronically was provided to facilitate those members who are attending the meeting through VC / OAVM but could not participate in the Remote E-voting to record their votes.
- **On September 29, 2020**, after tabulating the votes cast electronically by the system provided by NSDL, the votes cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. N Srinath and Ms. Saroj Narasimhan who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20. After the voting by electronic means the votes cast through remote E-voting process was tabulated for the purpose of considering the total votes cast by the shareholders through both ways.
- Thereafter, I as a Scrutinizer duly compiled details of the Remote E-Voting carried out by the Members and the electronic voting done at the AGM, the details of which are as follows:

The results of the Remote E-voting together with that of the voting conducted at the AGM by way of Electronic means are as under:



Details	Remote E-voting	Voting through electronic means at AGM	Total voting
Number of members who cast their votes	29	Nil	29
Total number of Shares held by them	8,86,409	Nil	8,86,409
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder		
Invalid Votes	NIL		

Note:

- Percentage of votes cast in favour or against the resolutions is calculated based on the Valid Votes cast through Remote E-Voting and through electronic voting at the AGM.

ORDINARY BUSINESS

I) Item No. 1 of the Notice (As an Ordinary Resolution):

To receive, consider and adopt

(a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 including the Audited Balance Sheet as at March 31, 2020 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon; and

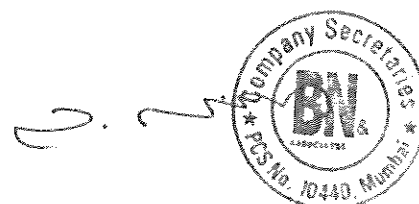
(b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 including the Audited Consolidated Balance Sheet as at March 31, 2020 and the Consolidated Statement of Profit and Loss for the year ended on that date together with the Reports of the Auditors thereon.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	8,86,409	100.00	Nil	Nil	Nil

Item 1 of Notice stands passed with the requisite majority

II) Item No. 2 of the Notice (As an Ordinary Resolution):

Appointment of a Director, in place of Ms. Shalaka Gulabchand Dhawan (DIN: 00011094), Non Executive Director, who is retiring by rotation, in accordance with Section 152 of the Companies Act, 2013 and being eligible, offers herself for reappointment



Manner of voting	Votes		Votes		Invalid votes
	in favour of the resolution		against the resolution		
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	8,86,409	100.00	Nil	Nil	Nil

Item 2 of Notice stands passed with the requisite majority

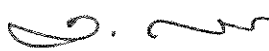
All the Resolutions mentioned in the AGM Notice dated August 25, 2020 as per the details above and as per the break up provided in the annexure attached stands passed under Remote E-voting and voting conducted at AGM Electronically with the requisite majority and hence deemed to be passed as on the date of the AGM.

I hereby confirm that I am maintaining the soft copy of the Registers received from the Service Provider in respect of the votes cast through Remote E-Voting and voting conducted at AGM by way of electronic means by the Members of the Company. All other relevant records relating to remote e-voting and Electronic voting is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairperson signs the Minutes.

Thanking you,

Yours Faithfully


For B.N. & Associates
COMPANY SECRETARIES

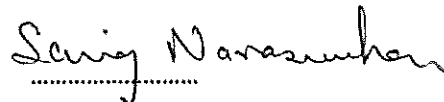

CS B Narasimhan
(Proprietor)
(FCS no 1303 COP no 10440)



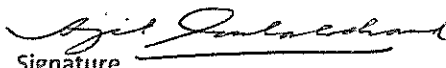
Place: Mumbai
Date: September 29, 2020

The following were the witnesses to the unblocking the votes cast through remote e-voting.


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1. Mr. N. Srinath


.....
2. Ms. Saroj narasimhan

I have received the report:


Signature _____
Chairman of the meeting

Place: Mumbai
Date: September 29, 2020