

P. K. PANDYA & CO.

Practicing Company Secretary

16, 1st Flr., Star Trade Center, Sodawala Lane, Borivali (W), Mumbai - 400 092.

PRAKASH K. PANDYA
B.Com., FCS, LL.B., ACIS (UK)
Website : www.pkpandya.com

Tel. No. : +9122-28903329
Tele-Fax : +9122-28929702
E-mail : info@pkpandya.com

Combined Scrutinizer's Report on Remote E-voting & Voting conducted at the 21st Annual General Meeting of Hincon Holdings Limited held on Tuesday, July 04, 2017

To,

The Chairman

Hincon Holdings Limited

Hincon House, 11th Floor, 247 Park,

LBS Marg, Vikhroli (W),

Mumbai-400083

21st Annual General Meeting of the Equity Shareholders of Hincon Holdings Limited held on Tuesday, July 04, 2017 at 11.00 AM at Hincon House, 11th Floor, 247 Park, LBS Marg, Vikhroli (West) Mumbai 400083.

Sub: Passing of Resolution(s) through Remote E-voting and by Voting by Ballot Process at the venue of the Annual General Meeting (AGM), pursuant to section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (the Rules).

The Board of Directors of HINCON HOLDINGS LIMITED (hereinafter referred to as **the Company** or **"HINCON"**) at its meeting held on May 04, 2017 has appointed me as the Scrutinizer for the Remote E-voting process as well as to scrutinize the physical ballot forms to be received from the members at the venue of the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Rules. Further, the Chairman of Annual General Meeting has appointed me as Scrutinizer for voting by Ballot Process conducted at the venue of the AGM.

Report on Scrutiny:

- The Company has engaged the services of National Securities Depository Limited as the Service Provider, for the purpose of extending the facility of Remote E-

Voting to the Members of the Company. Link Intime Pvt 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 on all the items of the business (Ordinary businesses) sought to be transacted in the 21st AGM of the Company, which was held on Tuesday, July 04, 2016 at 11.00.a.m.
- The Service Provider had set up electronic voting facility on their website, <https://www.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 the website of the Service Provider to facilitate their Members to cast their vote through Remote E-Voting.
- The cut-off date for the dispatch of the Notice of the AGM was May 26th, 2017 and as on that date there were 2144 Members of the Company. The service provider had sent the Annual Report along with the Notice of AGM, containing the E-voting details to all the shareholders by courier. The Notices sent contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Rules.
- 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, **June 27th, 2017.**
- As prescribed in the Rules, the Remote E-Voting facility was kept open for four days from **Friday 9.00 AM from June 30, 2017 to Monday, July 03, 2017 at 5:00 P.M.**

- The Company completed the dispatch of the notices to the members by Saturday June 10th, 2017.
- As prescribed in clause (v) of sub rule 4 of the Rule 20, the Company also released an advertisement, which was published more than 21 days before the date of the AGM in English in FreePress Journal newspaper (Mumbai Edition) dated June 15, 2017 and in Marathi in Navshakti newspaper (Mumbai Edition) dated June 15, 2017. The notices published in the newspapers 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 July 03, 2017 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith.
- At the venue of the 21st AGM of the Company held on July 04, 2017, the facility to vote through Ballot Paper was provided to facilitate those members present in the meeting but could not participate in the Remote E-voting to record their votes.
- On July 04, 2017, after counting of the votes conducted at the venue of the AGM through ballot paper was duly unlocked by me as a Scrutinizer in the presence of Mr. Chandrakant Patil and Ms. Shilpa Bhatia who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20.
- After the voting at the AGM was concluded, 1 (one) ballot boxes kept for the purpose of casting of votes were locked in my presence with due identification marks placed by me. The locked ballot boxes were subsequently opened in my presence and in presence of two witnesses, as mentioned above, and the ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the RTA of the Company and the authorizations / proxies

lodged with the Company. None of the ballot papers were incomplete and/or defective.

- Thereafter, I as a Scrutinizer duly compiled details of the Remote E-Voting carried out by the Members and the physical voting done at the venue of the AGM by way of Ballot paper, the details of which are as follows:

The results of the Remote E-voting together with that of the voting conduct at venue of the AGM by way of Ballot Papers are as under:

Details	Remote E-voting	Voting through Ballot paper at AGM	Total voting
Number of members who cast their votes	0	25	25
Total number of Shares held by them	0	8,86,405	8,86,405
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder		
Invalid Votes	Various as mentioned under each one of the Resolution		

Note:

1. Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Remote E-Voting and Physical Voting at the venue of the meeting.

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

(a) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2017 including the Audited Balance Sheet as at March 31, 2017 and the Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon and

(b) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017 including the Audited Consolidated Balance Sheet as at March 31, 2017 and the Consolidated Statement of Profit & 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.
Remote E-voting	0	0.00	0	0.00	0
Physical Voting	886405	100.00	0	0.00	0
TOTAL	886405	100.00	0	0.00	0

Item no 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 Mr. Ajit Gulabchand (DIN No.00010827), Non-Executive Director, who is retiring by rotation and being eligible, offers himself for re-appointment.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	0	0.00	0	0.00	0
Physical Voting	886405	100.00	0	0.00	0
TOTAL	886405	100.00	0	0.00	0

Item 2 of Notice stands passed with the requisite majority

III) Item No. 3 of the Notice (As an Ordinary Resolution):

Appointment of M/s. Mehta & Pai, Chartered Accountants (Firm Registration No.113591W), as Statutory Auditors and fixing their remuneration.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	0	0.00	0	0.00	0
Physical Voting	886405	100.00	0	0.00	0
TOTAL	886405	100.00	0	0.00	0

Item 3 of Notice stands passed with the requisite majority

I hereby confirm that, none of the members voted through remote E-voting, hence all the resolutions mentioned in the AGM Notice as per the details above stand passed under voting conducted at AGM by way of Ballot Papers with the requisite majority and deemed to be passed as on the date of the AGM.

I hereby confirm that I am maintaining the Registers received from the RTA and electronic voting data received from the Service Provider, in respect of the NIL votes cast through Remote E-Voting and voting conduct at AGM by way of Ballot Papers by the Members of the Company. The Ballot papers and all other relevant records relating to e-voting and physical voting are under my safe custody and will be handed over to the Authorised Representative for safe keeping, after the Chairman signs the AGM Minutes.

Thanking you,
Yours faithfully,



Prakash K Pandya
Practising Company Secretary
COP No.: 2311
Membership No: F3901

Date: July 04,2017

Place: Mumbai

Witnesses:

1. Reena Raphael:



2. Forum B Pandya



P. K. PANDYA & CO.

info@pkpandya.com

+91 022 28903329

Countersigned and received the report:

Sheela Walke Patil

Signed by Authorised signatory

Place: Mumbai

Date: July 04, 2017