



**Scrutinizer Report**

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

To,  
**The Chairman,**  
**HP Adhesives Limited,**  
Reg. Office: 11 Unique House, Chakala Cross Road,  
Andheri East, Mumbai 400099, Maharashtra, India.

Dear Sir,

<b>SCRUTINIZER'S REPORT</b>			
<b>Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014</b>			
Name of the Company	HP Adhesives Limited		
Nature of Meeting / Event	Postal Ballot		
Mode of Voting	Only Electronic voting		
Electronic Voting Sequence Number	EVSN 220323003		
Programme of Postal Ballot			
Opened	At 09:00 AM	Wednesday	30-03-2022
Closed	At 05:00 PM	Thursday	28-04-2022

**1. Appointment of Scrutinizer:**

I, CS Shivam Sharma, Practicing Company Secretary have been appointed as a scrutinizer by the Board of Directors of HP Adhesives Limited ("the Company") at their meeting 25<sup>th</sup> March, 2022, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014 to scrutinize the votes cast electronically i.e. through Postal Ballot on the items of business set out in the Notice of Postal Ballot dated 25<sup>th</sup> March, 2022, issued by the Company.

**2. Relaxations granted by Ministry of Corporate Affairs in view of the situation arising out of COVID-19 pandemic:**

In terms of the MCA Circulars, in view of the current extraordinary situation due to COVID - 19 pandemic requiring social distancing, companies are advised to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Companies Act and rules made thereunder, has clarified that for companies that are required to provide e-voting facility under the Companies Act and rules made thereunder, without holding a general meeting that requires the physical presence of members at a common venue. The MCA has clarified that for



companies that are required to provide e-voting facility under the Companies Act, while they are transacting any business(es) only by postal ballot up to December 31, 2021, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA circulars will be applicable mutatis mutandis. Further, the Company will send postal ballot notice only by email to all its shareholders who have registered their email addresses with the Company or depository/Depository participants and the communication of assent / dissent of the members will take place through the remote e-voting system. This postal ballot was accordingly initiated in compliance with the MCA circulars.

### **3. Dispatch of Notice of Postal Ballot:**

Pursuant to the Circulars issued by the MCA, the Company has informed that it has sent out the notice of postal ballot by email to the shareholders, on 28<sup>th</sup> March, 2022, through Bigshare Services Private Limited, Registrar of the Company whose names appeared in the Register of Members as on 25<sup>th</sup> March, 2022, (Cut-Off date) for this purpose, and who had registered their email address with the Company or Depositories or depository participants.

### **4. Remote e-voting Facility:**

In compliance with the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company had provided Remote e-voting facility to cast vote on the resolution through the electronic voting platform of Central Depository Services (India) Limited ('CDSL').

### **5. Remote e-voting period:**

The Remote e-voting facility opened at 09:00 A.M. on Wednesday, 30<sup>th</sup> March, 2022 and closed at 05:00 P.M. (IST) on Thursday, 28<sup>th</sup> April, 2022. During this period, Members of the Company, holding shares in dematerialized form, as on the cut-off date i.e. the 25<sup>th</sup> March, 2022, were entitled to vote on the resolution set out in the Notice of Postal Ballot covered under the EVSN 220323003.

### **6. Counting process:**

The e-voting module for the said EVSN was disabled by CDSL on Thursday, 28<sup>th</sup> April, 2022, at 05:00 P.M. and the votes cast were unblocked thereafter by me in the presence of two witnesses who are not in employment of HP Adhesives Limited.

### **7. Responsibility of Management:**

The Management of the Company is responsible for ensuring compliance with the requirements of Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Act and the Rules





thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”) relating to the agenda item placed before the members for their approval. My responsibility as the Scrutinizer of the voting process (through e-voting), was restricted to scrutinizing the e-Voting process, in a fair and transparent manner and preparing a Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on votes cast through e-voting placed for approval of the shareholders through Postal Ballot by remote e-voting.

8. The Summary of votes cast by Remote E-Voting is given below:

**ITEM NO. 1: ORDINARY RESOLUTION:**

**Appointment of Ms. Nidhi Haresh Motwani (DIN: 06655834) as an Executive Director of the Company.**

Sl No.	Particulars	No of folios who voted	Number of votes cast	% of total votes
1	Votes in favour of the resolution	55	96,172	99.86%
2	Votes against the resolution	5	136	0.14%
3	<b>Total</b>	<b>60</b>	<b>96,308</b>	<b>100%</b>
4	*Invalid votes	1	6,74,01,35	
5	Result	The Resolution has been passed with the requisite majority.		

*\* These votes cast by the interested party (Promoter) has not been taken into consideration and have been treated as invalid in respect of resolution for the purpose of this report.*

**Bifurcation of Voting of Promoters and Public Shareholders:**

Particulars	No. of Postal Ballot forms	No. of Shares
Net Valid Votes	60	96,308
**Votes cast by promoter in favour of the resolution	1	67,40,135
Votes cast by promoter against of the resolution	0	0
Votes cast by Public in favour the resolution	55	96,172
Votes cast by Public against the Resolution	5	136

*\*\* The vote cast by the promoter is not taken into consideration as its interested party in the said resolution.*



9. Details of persons including entities who voted for and against the resolutions in electronic mode as downloaded from the CDSL e-voting portal have been handed over to the Company Secretary.

Thanking You

For Shivam Sharma & Associates



Shivam Sharma  
(Proprietor)

M.No.: A35727, CP. No.: 16558

Peer Review Certificate No.: 1811/2022

UDIN: A035727D000240943

Place: Mumbai

Date: 29.04.2022