



September 29, 2022

To,
National Stock Exchange of India Ltd
Listing Department
Exchange Plaza, C/1, G block,
Bandra-Kurla Complex, Bandra (E)
Mumbai 400051.
Scrip ID - HPAL

To,
BSE Limited
Listing Department
1st Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400001.
Scrip Code - 543433

Sub: Voting Results and Scrutinizer's Report - 3rd Annual General Meeting.

Dear Sir/Madam,

With reference to the above captioned subject, we wish to inform you that the 3rd Annual General Meeting ('AGM') of HP Adhesives Limited ('the company') was held on Tuesday, September 27, 2022 at 03:00 p.m. IST through Video Conferencing. Further, the Company had provided the facility of remote e-voting and e-voting at AGM to its Members on the resolutions set out in the notice convening the 3rd AGM.

Mr. Shivam Sharma proprietor of M/s. Shivam Sharma & Associates, Practicing Company Secretaries, Mumbai, were appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

In accordance with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the consolidated voting results of remote e-voting and e-voting at the meeting, on the business transacted at AGM and the report of the Scrutinizer thereon. All the resolutions set out in the Notice have been duly passed by the Members with the requisite majority.

The aforesaid documents are also being made available on the website of the Company at www.hpadhesives.com and of Central Depository Services (India) Limited at www.evotingindia.com.

This is for your information and appropriate dissemination.

Thanking you,
Yours Truly,
For HP Adhesives Limited

JYOTI NIKUNJ
CHAWDA

Digitally signed by JYOTI
NIKUNJ CHAWDA
Date: 2022.09.29 13:34:42
+05'30'

Jyoti Chawda
Company Secretary
Encl: As above

HP ADHESIVES LIMITED (Formerly known as HP ADHESIVES PRIVATE LIMITED)

Corporate Office: 501, 5th floor, C Wing, Business Square Bldg., Andheri East, Mumbai 400093, Maharashtra, India
Registered Office: 11, Unique House, Chakala, Andheri (East), Mumbai 400099, India
CIN: L24304MH2019PLC325019

Tel: +91-22-68196300
Email: info@hpadhesives.com
Web: www.hpadhesives.com



Voting Results

Disclosure as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Company Name	HP Adhesives Limited
Date of AGM Notice	August 10, 2022
Remote E-voting Period:	
Start date	September 24, 2022
End date	September 26, 2022
Record date/Cut-off date	September 20, 2022
Total number of shareholders as on record date/ Cut-off date	25847
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	Not applicable
Public	Not applicable
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group	2
Public	32

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Resolution (1)								
Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/ resolution?		No						
Description of resolution considered		To receive, consider and adopt the audited financial statements for the financial year ended 31st March, 2022 and the Reports of the Directors and Auditors thereon.						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13110135	13110135	100.00	13110135	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	13110135	13110135	100.00	13110135	0	100.00	0.00
Public - Institutions	E-Voting	863974	105000	12.15	105000	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	863974	105000	12.15	105000	0	100.00	0.00
Public - Non Institutions	E-Voting	4400838	606550	13.78	604628	1922	99.68	0.32
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total	4400838	606550	13.78	604628	1922	99.68	0.32
Total		18374947	13821685	75.22	13819763	1922	99.98	0.02
Whether resolution is Pass or Not.							Yes	

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Resolution (2)								
Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Description of resolution considered		To appoint a Director in place of Ms. Nidhi Haresh Motwani (DIN: 06655834), who retires by rotation and being eligible offers herself for reappointment.						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13110135	13110135	100.00	13110135	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	13110135	13110135	100.00	13110135	0	100.00	0.00
Public - Institutions	E-Voting	863974	105000	12.15	105000	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	863974	105000	12.15	105000	0	100.00	0.00
Public - Non Institutions	E-Voting	4400838	606550	13.78	604613	1937	99.68	0.32
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	4400838	606550	13.78	604613	1937	99.68	0.32
Total		18374947	13821685	75.22	13819748	1937	99.98	0.02
Whether resolution is Pass or Not.							Yes	

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Resolution (3)								
Resolution required: (Ordinary / Special)		Special						
Whether promoter/ promoter group are interested in the agenda/ resolution?		Yes						
Description of resolution considered		To approve payment of remuneration to Executive Directors who are members of the Promoter group in excess of 5% of the net profits of the Company in a year as per Regulation 17(6)(e)(ii) of SEBI (LODR) Regulations, 2018.						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13110 135	13110135	100.00	1311013 5	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	13110 135	13110135	100.00	1311013 5	0	100.00	0.00
Public - Institutions	E-Voting	86397 4	105000	12.15	105000	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	86397 4	105000	12.15	105000	0	100.00	0.00
Public - Non Institutions	E-Voting	44008 38	606550	13.78	602621	3929	99.35	0.65
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	44008 38	606550	13.78	602621	3929	99.35	0.65
Total		18374 947	13821685	75.22	1381775 6	3929	99.97	0.03
Whether resolution is Pass or Not.							Yes	

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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,

SCRUTINIZER'S REPORT	
Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014	
Name of the Company	HP Adhesives Limited
Nature of Meeting / Event	3 rd Annual General Meeting (AGM)
Time, Day and Date	At 3:00 PM, Tuesday, September 27, 2022
Deemed Venue of AGM	Corporate Office: Business Square, C-501, Sir Mathuradas Vasanji Road, Andheri East, Mumbai 400053 MH.
Mode of Voting	Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")

1. Appointment of Scrutinizer:

I, CS Shivam Sharma, Practicing Company Secretary was appointed as Scrutinizer vide resolution passed by the Board of Directors of the Company on August 10, 2022, to conduct the following:

- i. **Remote e-Voting** process done by the shareholders of the Company pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
- ii. **Electronic voting at the AGM** under the provisions of the Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 3rd AGM held on Tuesday, September 27, 2022 at 03:00 p.m.

2. Relaxations granted by Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI") in view of COVID-19 pandemic:

Government of India, Ministry of Corporate Affairs ("MCA") has allowed conducting the AGM through Video Conferencing (VC) or Other Audio-Visual Means ("OAVM") and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry



of Corporate Affairs vide Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and circular No 02/2021 dated January 13, 2021 and Circular No 22/2021 dated December 14, 2021 and 02/2022 dated 5th May 2022 (“MCA Circulars”) and Circular No SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022 (“SEBI Circulars”) prescribing procedures and the manner of conducting the AGM by VC/OAVM. In terms of the said circulars, 3rd AGM of the members was held by VC/OAVM.

3. Dispatch of Notice of 3rd Annual General Meeting (“AGM”):

The MCA and Securities and Exchange Board of India (“SEBI”) have relaxed and permitted that the notice of AGM and the Annual Report and all other documents could be sent by email to the shareholders, in view of the difficulties faced in physical dispatch of the documents. The Company has informed that it has arranged and sent the Notice of AGM dated August 10, 2022 by electronic mail through Central Depository Services (India) Limited, on September 02, 2022, whose names appeared in the Register of Members/Register of Beneficial Owners as on the cut-off date for this purpose, and who had registered their email address with the Company or Depositories or Depository Participants.

4. Publication of Advertisement in Newspapers:

In terms of the requirements of Rule 20 of the Companies (Management and Administration) Rules, 2022, Company has published advertisement in the English Newspaper - Free Press Journal and Marathi Newspaper - Nav Shakti on September 03, 2022, intimating that the AGM will be held through Video Conferencing mode and that the Notice of AGM will be sent by email to those members who have provided their email address to Depository Participant. The said newspaper advertisement, contained information that there will be voting by electronic means only. Further, as per the MCA Circular No 17/2020 dated April 13, 2020 the process to register the email address, in case of shareholder who had not registered the same with the Company/ Depository/ Depository Participant, was also provided in the newspaper notice

5. Cut-off Date:

The Company has provided me the Register of Members as of the cut-off date i.e. September 20, 2022.

6. Remote e-voting Process: EVSN 220824060:

6.1 Agency:

The company had appointed Central Depository Services (India) Limited for conducting voting through remote e-voting, participation in the AGM through VC / OAVM facility and e-voting during the AGM.



6.2. Generation and activation of EVSN 220824060:

The company had generated the Electronic Voting Sequence Number (“EVSN”) 220824060 on August 24, 2022 and activated the EVSN on September 22, 2022. The company has mentioned the number of records as 25847 and the total number of shares uploaded in the Register of Members as 18374947 as of the cut-off date of September 20, 2022.

6.3. Remote e-voting period:

The remote e-voting period commenced at 9:00 a.m. on Saturday, September 24, 2022 and concluded at 05:00 p.m. on Monday, September 26, 2022. The facility of e-voting during the AGM was provided for an additional duration of 15 minutes soon after the conclusion of the Annual General Meeting. CDSL remote e-voting portal was disabled thereafter.

Accordingly, the electronic votes cast during this period have been taken into account for ascertaining the votes cast in favour and against the resolutions, set out in the notice convening the AGM.

There was no facility to cast votes by ballot papers, in accordance with the provision of Para 3 (A)(VI) of the General Circular No 20 dated May 5, 2020 issued by the Ministry of Corporate Affairs.

7. Responsibility of Management:

The Management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting during the AGM on the resolutions contained in the Notice of the AGM. My responsibility as Scrutinizer for the remote e-voting is restricted to making a Scrutinizer’s Report of the votes cast in favour or against the resolutions. Based on the reports generated from the remote e-voting system provided by Central Depository Services (India) Limited (‘CDSL’), the authorized agency to provide facility and e-voting at the AGM.

8. Counting process:

On completion of e-voting during the AGM as mentioned above, I unblocked the votes cast through remote e-voting at 03:55 P.M. on September 27, 2022 from the CDSL e-voting portal and downloaded the voting results in the presence of two persons and who are not employees of HP Adhesives Limited.

9. Voting results:

A summary of the voting results for each of the agenda items contained in the notice of AGM is furnished below:



A. Ordinary Business:

ITEM NO. 1: ORDINARY RESOLUTION:

To receive, consider and adopt the audited financial statements for the financial year ended March 31, 2022 and the Reports of the Directors and Auditors thereon.

Details of Voting	Remote E-voting		During AGM		Total		% of Total Votes cast
	Folios	Votes	Folios	Votes	Folios	Votes	
Ascent	77	13680332	4	139431	81	13819763	99.99
Dissent	1	1922	0	0	1	1922	00.01
Total	78	13682254	4	139431	82	13821685	100
Result	Passed with requisite majority						

ITEM NO. 2: ORDINARY RESOLUTION:

To appoint a Director in place of Ms. Nidhi Haresh Motwani (DIN: 06655834), who retires by rotation and being eligible offers herself for reappointment.

Details of Voting	Remote E-voting		During AGM		Total		% of Total Votes cast
	Folios	Votes	Folios	Votes	Folios	Votes	
Ascent	73	570182	4	139431	77	709613	99.73
Dissent	3	1937	0	0	3	1937	00.27
Total	76	572119	4	139431	80	711550	100
Result	Passed with requisite majority						

**The votes casted by the interested party (Promoter) have not been taken into consideration and have been treated as invalid with respect of above resolution.*



B. Special Business:

ITEM NO. 3: SPECIAL RESOLUTION:

To approve payment of remuneration to Executive Directors who are members of the Promoter group in excess of 5% of the net profits of the Company in a year as per Regulation 17(6) (e)(ii) of SEBI (LODR) Regulations, 2018.

Details of Voting	Remote E-voting		During AGM		Total		% of Total Votes cast
	Folios	Votes	Folios	Votes	Folios	Votes	
Ascent	66	568190	4	139431	70	707621	99.45
Dissent	10	3929	0	0	10	3929	0.55
Total	76	572119	4	139431	80	711550	100
Result	Passed with requisite majority						

** The votes casted by the interested party (Promoter) have not been taken into consideration and have been treated as invalid with respect of above resolution.*

10. Based on the aforesaid report, it may be seen that resolutions No (1), (2) and (3) of the AGM Notice have been passed with the requisite majority. The voting results of the aforesaid AGM may accordingly be declared by the Company Secretary as authorised by the Chairman of the Company.

11. The Register maintained in electronic form recording the assent or dissent received alongwith all the relevant records of e-voting downloaded from the CDSL e-voting portal have been handed over to the Company Secretary for safekeeping.

Thanking You
For Shivam Sharma & Associates
Company Secretaries

SHARMA Digitally signed by
SHARMA SHIVAM
SHIVAM Date: 2022.09.29
12:21:38 +05'30'

Shivam Sharma
(Proprietor)
M.No.: A35727, CP. No.: 16558
Peer Review Certificate No.: 1811/2022
UDIN: A035727D001074732
Place: Mumbai
Date: 29.09.2022