

## Notice to the Shareholders

NOTICE is hereby given that the 80th Annual General Meeting (AGM) of Hindustan Motors Limited will be held on Wednesday, 28th September, 2022 at 2:00 PM (IST) through Video Conferencing / Other Audio Visual Means (VC/OAVM) without the physical presence of members at a common venue to transact the following business:-

### **AS ORDINARY BUSINESS:**

- (1) To receive, consider and adopt the Audited Standalone Financial Statements of the Company together with the Directors' Report and also the Auditors' Report thereupon for the financial year ended 31st March, 2022.
- (2) To appoint a Director in place of Shri Sourav Daspatnaik (DIN-02147356) who retires by rotation and being eligible offers himself for re-appointment.

### **AS SPECIAL BUSINESS:**

To consider and, if thought fit, to pass the following as **Special Resolutions** :

(3) **Authority under Section 180(1)(c) of the Companies Act, 2013**

**"RESOLVED THAT** pursuant to the provisions of Section 180 (1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modifications or re-enactments thereof, for the time being in force) and Rules made thereunder, consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time any sum or sums of money from Banks, Companies, Bodies Corporate, Financial Institutions, other Lending Institutions, Firms or Persons on such terms and conditions as may be considered appropriate by them in the interest of the Company, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company, apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business, will exceed aggregate of its Paid up Share Capital and Free Reserves, so however that the total amount already borrowed or to be borrowed by the Board of Directors and outstanding at any one time shall not exceed Rs. 200 Crores (Rupees Two Hundred Crores) exclusive of interest."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts, deeds and things as may be appropriate and necessary in this connection and incidental thereto, as they may in their absolute discretion, deem fit to give effect to this resolution."

(4) **Authority under Section 180(1)(a) of the Companies Act, 2013**

**"RESOLVED THAT** pursuant to the provisions of Section 180 (1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modifications or re-enactments thereof, for the time being in force) and Rules made thereunder, the Board of Directors of the Company be and is hereby authorized to mortgage and / or charge and / or otherwise dispose of the immovable and moveable properties, both present and future or whole or substantially the whole of the undertaking or the undertakings of the Company for the purpose of securing i) any loan whether by way of Term Loan, overdraft or in any other manner obtained or as may be obtained from any Bank, Company, Body Corporate, Financial Institution, other Lending Institution, Firm or Person and / or ii) any issue of Debentures whether convertible or non-convertible to any of the aforesaid or to any member(s) of the Company or to any person(s) together with interest, cost, charges, expenses and any other money payable by the Company for an aggregate value not exceeding the borrowing limit available to the Board in terms of Section 180(1)(c) of the Act."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts, deeds and things as may be appropriate and necessary in this connection and incidental thereto, as they may in their absolute discretion, deem fit to give effect to this resolution."

(5) **Authority under Section 186 of the Companies Act, 2013**

**"RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the Board, which term shall be deemed to include any Committee which the Board may constitute for this purpose or any person(s) authorized by the Board) to (a) give loans, from time to time, to any person or other body corporate or other entity; (b) give guarantee or provide

any security in connection with a loan to any person or body corporate or other entity and/or (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate or other entity, as the Board may, in its absolute discretion deem beneficial and in the interest of the Company, upto 60% of the Company's paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, or upto an aggregate sum of Rs. 200 Crores (Rupees Two Hundred Crores only), whichever is higher;

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds and things as may be appropriate and necessary in this connection and incidental thereto, as they may in their absolute discretion, deem fit to give effect to this resolution."

(6) **Adoption of new Articles of Association of the company containing new set of Articles in conformity with the Companies Act, 2013:**

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the company be and is hereby replaced with the new set of Articles of Association and the said new Articles of Association be and is hereby approved and adopted as the Articles of Association of the company in place of, in substitution and to the entire exclusion of the existing Articles of Association of the company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto, in this regard."

Registered Office :  
'Birla Building' 13th Floor  
9/1, Rajendra Nath Mukherjee Road  
Kolkata - 700 001

By Order of the Board  
For HINDUSTAN MOTORS LTD

**Vishakha Gupta**  
Company Secretary  
M.No. A54948

10th August, 2022

**NOTES :**

**Notes for e-AGM Notice**

In view of the continuing COVID-19 pandemic and pursuant to circulars bearing no.20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 8th December, 2021, 21/2021 dated 14th December, 2021 and 02/2022 dated 05th May, 2022 ("MCA Circular") and circular dated May 12, 2020, January 15, 2021 and May 13, 2022 issued by the Securities and Exchange Board of India ("SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), the 80th AGM of the Company is being conducted through VC/OAVM facility, which does not require physical presence of members at the venue of the Annual General Meeting (AGM).

1. In compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA & SEBI circulars the 80th Annual General Meeting of the company being conducted through Video Conferencing (VC) herein after called as "e-AGM".
2. E-AGM: Company has appointed M/s KFin Technologies Limited, Registrars and Transfer Agents, to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM.
3. Since AGM will be held through VC/OAVM, the Route Map is not required and hence, not annexed to this Notice.
4. Pursuant to the provisions of the circulars of MCA on the VC/OVAM(e-AGM):
  - a. Members can attend the meeting through log in credentials provided to them to connect to Video conference. Physical attendance of the Members at the Meeting venue is not required
  - b. Appointment of proxy to attend and cast vote on behalf of the member is not available.
  - c. Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC/OAVM and participate

thereat and cast their votes through e-voting.

5. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
6. Up to 1000 members will be able to join on a FIFO basis to the e-AGM.
7. No restrictions on account of FIFO entry into e-AGM in respect of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
8. The attendance of the Members (members logins) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. All investor related communication may be addressed to KFin at the following address:

**KFin Technologies Limited**

Unit: Hindustan Motors Limited  
Selenium Tower B Plot No. 31 & 32  
Gachibowli, Financial District,  
Nanakramguda Serilingampally Mandal  
Hyderabad – 500 032  
Toll free number - 1800-309-4001  
E-mail: [einward.ris@Kfintech.com](mailto:einward.ris@Kfintech.com)  
Website: [www.kfintech.com](http://www.kfintech.com)

10. In compliance with above mentioned circulars of MCA and SEBI, the Notice calling this AGM along with the Annual Report for FY 21-22 is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Depository Participants or the Company's RTA. Members may kindly note that the Notice of AGM and Annual Report for FY 21-22 will also be available on the Company's website viz. [www.hindmotor.com](http://www.hindmotor.com) and website of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited ([www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)).
11. SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company/KFin.

Members are requested to send their queries, if any, on the financial statements/operations of the Company, via email to the Company Secretary at [hmcosecy@hindmotor.com](mailto:hmcosecy@hindmotor.com) at least 7 days before the AGM, so that the information can be compiled in advance.

12. The documents referred to in this Notice are available for inspection electronically without any fee by the Members on all business days (except Saturday, Sunday and Public Holidays) upto the date of AGM. The Register of Directors, Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements, in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection electronically by the members during the AGM. Members seeking to inspect such documents may send request from their email id registered with the Company/RTA to the Company at [hmcosecy@hindmotor.com](mailto:hmcosecy@hindmotor.com)
13. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI LODR, the Company is providing to its members facility to exercise their right to vote on the Resolutions as set out in notice of AGM by electronic means ("e-voting"). Members may cast their votes remotely, using an electronic voting system on the dates

mentioned herein below ("remote e-voting"). The facility for voting through electronic voting system will also be available during the AGM ("InstaPoll") and members attending the AGM, who have not cast their vote(s) by remote e-voting, will be able to cast their vote at the meeting through InstaPoll. The Company has engaged the services of KFin as the agency to provide e-voting facility at the AGM.

14. **The remote e-voting facility will be available during the following period:**

<b>Commencement of remote e-voting</b>	<b>From 9.00 a.m. on 24th September, 2022</b>
<b>End of remote e-voting</b>	<b>Up to 5.00 p.m. on 27th September, 2022</b>

Remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFin upon expiry of aforesaid period.

15. Persons whose name appears in the Register of Member/list of Beneficial Owners as on 21st September, 2022 (end of day), being the **Cut-off date** shall be entitled to cast their vote by remote e-voting on the resolutions set forth in this Notice or participating at the AGM and vote through InstaPoll. Any person who is not a Member as on the Cut-off date should treat this Notice for information purpose only.
  16. The Board of Directors has appointed Shri Anjan Kumar Roy, FCS, a Company Secretary in practice (C.P.No.4557) as Scrutinizer to scrutinize the remote e-voting and InstaPoll process in a fair and transparent manner and he has communicated his willingness to get appointed and will be available for the said purpose.
  17. After conclusion of e-voting at the AGM, Scrutinizer will scrutinize the votes cast via InstaPoll and remote e-voting, and make a consolidated Scrutinizer's Report submission to the Chairman/Director.
  18. The result of e-voting (remote e-voting and InstaPoll) will be declared within two working days of the conclusion of AGM and the same, along with the consolidated Scrutinizer's Report, will be placed on Company's website viz. [www.hindmotor.com](http://www.hindmotor.com) and on the website of KFin viz. <https://evoting.kfintech.com>. The result will be simultaneously communicated to the stock exchanges viz. NSE and BSE.
  19. The resolutions as set out in the notice of AGM shall be deemed to be passed on the date of AGM, subject to receipt of requisite number of votes in favour of the resolution(s).
  20. Pursuant SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 2020 on "e-Voting Facility provided by Listed Entities", individual shareholders holding equity shares in dematerialised form can cast their vote, by way of single login credential, through their demat account/ websites of Depositories/ Depository Participants.
- The members are advised to update their mobile number and E-mail ID in their demat accounts in order to access e-voting facility

The process and manner of remote e-Voting, attending AGM through VC / OAVM and e-Voting at AGM is as under:

**PROCEDURE TO CAST VOTE THROUGH REMOTE E-VOTING**

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Entities", e-Voting process has been enabled for all Individual members holding shares in demat mode, by way of single login credential, through their demat accounts/websites of Depositories/ Depository Participants (DPs), in order to increase the efficiency of the voting process. They can cast vote on the resolutions, without registering with e-Voting Service Provider (ESP) viz. KFin Technologies Limited ("KFin").

1. **Individual members holding shares in demat mode:** Access to Depositories e-Voting system and process to cast vote
2. **Members other than "Individuals holding shares of the Company in demat mode":** Access to KFin e-Voting system and process to cast vote.
1. **Individual members holding shares in demat mode:** Access to Depositories e-Voting system and process to cast vote

National Securities Depository Limited (NSDL)	Central Depository Services (India) Limited (CDSL)
<p><b>1. User already registered for IDeAS facility:</b></p> <p>(i) URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>(ii) Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</p> <p>(iii) On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>(iv) Click on company name: “Hindustan Motors Limited” or e-Voting service provider “K-Fintech” and then you will be re-directed to K-Fintech’s e-Voting page to cast vote during the remote e-Voting period.</p> <p><b>2. User not registered for IDeAS facility:</b></p> <p>(i) To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> and select “Register Online for IDeAS”</p> <p style="text-align: center;"><b>OR</b></p> <p><a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>(ii) Proceed with completing the required fields.</p> <p>(iii) Follow steps given in point no. 1 above</p> <p><b>3. Alternatively, by directly accessing the e-Voting website of NSDL:</b></p> <p>(i) Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></p> <p>(ii) Click on the icon “Login” available under ‘Shareholder/Member’ section.</p> <p>(iii) On the Login page, enter your User ID (i.e. your 16 character demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>(iv) Post successful authentication, click on company name: “Hindustan Motors Limited” or e-Voting service provider “K-Fintech” and then you will be re-directed to K-Fintech’s e-Voting page to cast vote during the remote e-Voting period.</p>	<p><b>1. User already registered for Easi / Easiest:</b></p> <p>(i) Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a></p> <p style="text-align: center;"><b>OR</b></p> <p><a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on “Login” and select “New System Myeasi”</p> <p>(ii) Enter your user id and password.</p> <p>(iii) Post successful authentication, , please click on ‘E-voting’</p> <p>(iv) You will be requested to select the name of the Company: “Hindustan Motors Limited” or KFin and then you will be re-directed to KFin’s e-Voting page to cast the vote during the remote e-Voting period.</p> <p><b>2. User not registered for Easi/Easiest:</b></p> <p>(i) To register click on the link: <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>(ii) Proceed with completing the required fields.</p> <p>(iii) Follow steps given in point no. 1 above</p> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL:</b></p> <p>(i) Open URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a> and select “E Voting”</p> <p>(ii) Provide BO ID/ demat account number and PAN</p> <p>(iii) System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>(iv) You will be requested to select the name of the Company: “Hindustan Motors Limited” or KFin and then you will be re-directed to KFin’s e-Voting page to cast the vote during the remote e-Voting period.</p>
<p><b>Procedure to login through demat account/website of Depository Participant (DP)</b></p>	<p>(i) You can also login using the credentials of your demat account through your DP registered with NSDL/CDSL for remote e-Voting facility.</p> <p>(ii) Once logged-in, you will be able to see “e-Voting” option. Once you click on “e-Voting” option and after successful authentication, you will be re-directed to e-voting module of NSDL/CDSL.</p> <p>(iii) Click on options available against company name: “Hindustan Motors Limited” or e-Voting service provider: <b>Kfin</b> and you will be re-directed to e-Voting website of <b>KFin</b> for casting your vote during the remote e-Voting period.</p>

Note: After successful login, as explained above, the individual members holding shares in demat mode, are requested to

follow steps (f) to (k) mentioned under point no. 2(I)(A) below, to cast their vote.

Members who are unable to retrieve User ID/ Password are advised to use “Forget User ID”/“Forget Password” option available the websites of Depositories/DP.

Members facing any technical issue on NSDL website	From 9.00 a.m. on 24th September, 2022
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800-1020-990/ 1800-224-430	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22-23058542-43.

**2. All Members other than ‘Individuals holding shares of the Company in demat mode’ Access to KFin e-Voting system and process to caste vote**

**I. (A) Members whose e-mail addresses are registered with the Company/Depository Participant(s) and have received email from KFin with login credentials. Please follow the below process:**

- (a) Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- (b) Enter the login credentials (User ID and password given in the e-mail). The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use the existing password for logging in. If required, please visit <https://evoting.kfintech.com/> or contact at 040- 67162222/1800-309-4001 (from 9:00 a.m. to 6:00 p.m.) for your existing password.
- (c) After entering these details appropriately, click on “LOGIN”.
- (d) You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging in for the first time. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (e) You need to login again with the new credentials.
- (f) On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for Name of the Company viz. Hindustan Motors Limited
- (g) On the voting page, enter the number of shares held by you as on the Cut-off date under either “FOR” or “AGAINST” or alternatively, you may partially enter any number under “FOR”/“AGAINST”, but the total number under “FOR”/“AGAINST” taken together should not exceed your total shareholding as on the cut-off date. You may also choose to “ABSTAIN” and vote will not be counted under either head.
- (h) Members holding shares under multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- (i) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as “ABSTAINED”.
- (j) You may then cast your vote by selecting an appropriate option and click on “SUBMIT”.
- (k) A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify.
- (l) Once you confirm, you will not be allowed to modify your vote.

**(B) Member whose e-mail address is not registered/updated with the Company/KFin/Depository Participant(s). Please follow the below process to generate your login credentials:**

- (a) Members holding shares in physical mode, who have not registered/ updated their email addresses with the Company, are requested to register/ update the same by clicking on <https://ris.kfintech.com/client services/mobileereg/mobileemailreg.aspx> or by writing to the Company with details of folio number and attaching a self-attested copy of

PAN card at [hmcosecy@hindmotor.com](mailto:hmcosecy@hindmotor.com) or to KFin at [einward.ris@Kfintech.com](mailto:einward.ris@Kfintech.com).

- (b) Members holding shares in dematerialized mode who have not registered their e-mail addresses with their Depository Participant(s) are requested to register/update their email addresses with the Depository Participant(s) with whom they maintain their demat accounts. For the limited purpose of receiving the login credentials for this AGM you can also use the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> to register their e-mail address.
- (c) After due verification, the Company/KFin will forward your login credentials to your registered email address.
- (d) Follow the instructions at I (A) (a) to (l) to cast your vote.
- II. You can also update your mobile number and e-mail id in the “user profile details” in your e-voting login on <https://e-voting.kfintech.com> which may be used for sending further communication.
- III. Once the vote on a resolution has been cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
- IV. Any person who becomes a member of the Company after dispatch of the Notice of the AGM and holding shares as on the Cut-off Date may obtain the User ID and password from KFin in the manner as mentioned below:
  - (a) If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number Folio No. or DP ID Client ID to +91-9212993399  
Example for NSDL: MYEPWD <SPACE> IN12345612345678  
Example for CDSL: MYEPWD <SPACE> 1402345612345678  
Example for Physical: MYEPWD <SPACE> XXXX1234567890
  - (b) If e-mail address or mobile number of the member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - (c) Member may send an e-mail request to <https://evoting.kfintech.com> requesting User ID and Password. After due verification of the request, user id and password will be sent to the members.
- V. In case of any query/grievance, in respect of e-voting - Members may refer to the Help & FAQs section/E-voting user manual available at the “Downloads” section of KFin’s website: <https://evoting.kfintech.com> or contact Mr. Rajkumar Kale, AGM, KFin Technologies Limited, Unit: Hindustan Motors Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad 500 032 | Phone No.: +91-040-67162222 | Toll-free No.: 040- 67162222/ 1800-309-4001 | E-mail: [evoting@Kfintech.com](mailto:evoting@Kfintech.com).

#### **PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM AND VOTING AT AGM :**

The Company is providing VC/OAVM facility to its Members for participating at the AGM.

- a) Members will be able to attend the AGM through VC at <https://emeetings.Kfintech.com> by using their e-voting login credentials provided in the email received from the Company/KFin.

**Members are requested to follow the procedure given below:**

- i. Launch internet browser (chrome/Firefox/safari) by typing the URL: <https://emeetings.Kfintech.com>
- ii. Enter the login credentials
- iii. After logging in, click on “Video Conference” option
- iv. Then click on camera icon appearing against AGM event of Hindustan Motors Limited, to attend the AGM.
- b) Members will be allowed to attend the AGM through VC/OAVM on first come, first served basis.
- c) Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.Kfintech.com> and clicking on the ‘Speaker Registration’ option available on the screen after log in. The Speaker Registration will be open from 24th September, 2022 (9:00 a.m. IST) till 27th September, 2022 (5:00 p.m. IST). Only those members who have registered themselves as speaker will be allowed to express their views or ask questions at the AGM. The Company reserves the right to restrict the number of questions and speakers, depending upon availability of time as appropriate for smooth conduct of the AGM. Members are requested to wait for their turn to be called by the Chairperson of the Meeting during the

Question and Answer Session. Due to inherent limitation of transmission and coordination during the AGM, the Company may have to dispense with or curtail the Question and Answer Session. Hence, Members are encouraged to get themselves registered in advance to ask questions/queries etc. at the AGM.

- d) Facility to join the meeting shall be opened 30 minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
- e) **Voting at AGM ("InstaPoll"):**
- Facility to cast vote through InstaPoll will be made available on Video Conferencing screen and will be activated once the InstaPoll is announced at the AGM.
  - Member can opt for only single mode of voting per EVENT, i.e., through remote e-voting or voting at the AGM (InstaPoll). If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".
  - In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
- f) Members who need assistance before or during the AGM can contact KFin at [evoting@KFintech.com](mailto:evoting@KFintech.com) or call at 1800-309-4001. Kindly quote your name, DP ID-Client ID/Folio no. and E-voting Event Number in all your communications.

#### GENERAL NOTES

1. Members who have shareholdings in multiple accounts in identical names or joint accounts in the same order are requested to send all the share certificate(s) to the Registrar and Share Transfer Agents, KFin Technologies Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, Telangana for consolidation of all such shareholdings into one account to facilitate better service.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, the 21st September, 2022 at 9.00 AM and closed on Wednesday, the 28th September, 2022 (both days inclusive).
3. (a) Members are requested to notify change of address, if any, with PINCODE to the Company or to its Registrar and Share Transfer Agents quoting reference of their folio number and in case their Shares are held in dematerialised form, this information should be passed on to their respective Depository Participants.  
(b) In case the mailing address mentioned in this Annual Report is without the PINCODE, members are requested to kindly inform their PINCODE immediately.
4. A member desirous of getting any information on the accounts or operations of the Company or share related matter is requested to forward his/her query (ies) to the Company at least seven days prior to the meeting so that the required information can be made available at the meeting.
5. The shares of the Company are in compulsory demat segment. Those members, who still continue to hold shares in physical form, are requested to get their shares dematerialised at the earliest.
6. Securities and Exchange Board of India has made it mandatory for every participant in the securities/capital market to furnish income tax Permanent Account Number (PAN). Accordingly, all the members (including joint holders) holding shares in physical form are requested to submit copy of their PAN Card duly attested by the Notary Public/Gazetted Officer/Bank Manager under their official seal stating their full name and address, registration number to the Registrar and Share Transfer Agents, KFin Technologies Limited.
7. The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" allowing paperless compliances by Companies through electronic mode. Companies are now permitted to send various notices / documents to its members through electronic mode to the registered e-mail addresses of members. Keeping in view the underlying theme and the circular issued by MCA, the Company proposes to send all documents to members like General Meeting Notices (including AGM), Audited Financial Statements, Directors' Report, Auditors' Report etc. to the members through e-mail. Members holding shares in dematerialized form are requested to register their e-mail ID with their Depository Participants and members holding shares in physical form are requested to register their e-mail ID with Registrar and Share Transfer Agents of the Company i.e., KFin Technologies Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, Telangana for sending



documents through e-mail.

8. The Notice of the 80th AGM and instruction for e-voting, is being sent by electronic mode to all the members whose email addresses are registered with the Company/Depository Participant(s) for communication purpose.
9. Members may also note that the Notice of the 80th AGM and the Annual report 2021-2022 will be available on the Company's website at [www.hindmotor.com](http://www.hindmotor.com).
10. The Securities and Exchange Board of India (SEBI) vide its Circular dated 21st March, 2013 has provided that companies making cash payments to their investors shall use approved electronic mode of payment such as ECS, NECS, NEFT etc. To enable usage of electronic payment instruments, companies are required to maintain requisite bank details of their investors. Therefore, members of the Company who hold shares in physical form are requested to submit the following information under their signatures to Registrar and Share Transfer Agents of the Company i.e., KFin Technologies Limited for registering bank details if not already registered earlier:-
  - a) Name of the sole/first joint-holder
  - b) Folio number
  - c) Name of the Bank
  - d) Address of the Bank branch with Pin code
  - e) Bank Account No.
  - f) Type of Bank account whether saving or current
  - g) MICR Code and
  - h) IFSC Code
11. All relevant documents referred in the Notice and Statement will be available for inspection by the members at the Registered Office of the Company on all working days (Except Saturday, Sundays and Public Holidays) between 10 AM and 1:00 PM till the date of the meeting.

#### **EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**

##### **Item No. 3**

As per the provisions of Section 180(1)(c) of the Act, the Board of Directors of a Company cannot, without the consent of the Company by a Special Resolution, borrow money where the money to be borrowed together with the money already borrowed by the Company will exceed the aggregate of its Paid Up Share Capital and Free Reserves apart from temporary loans obtained from the Company's Bankers in the ordinary course of business. Keeping in view the Company's future strategy for its various business opportunities and future plans, the Company may have to resort to borrowings as and when considered appropriate, which in the aggregate may exceed the aggregate amount of the Paid Up Share Capital and Free Reserves. In view of this, it is considered prudent to seek the consent of the Members by way of a Special Resolution in accordance with Section 180(1)(c) of the Act to enable the Board of Directors of the Company to borrow up to a maximum of Rs. 200 Crores (Rupees Two Hundred Crores) exclusive of interest.

The Board recommends the resolution set out at Item No. 3 for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

##### **Item No. 4**

As per the provisions of Section 180(1)(a) of the Act, the Board of Directors of a Company cannot, without the consent of the Company by a Special Resolution, sell, lease or otherwise dispose of the whole or substantially the whole of any of the undertakings of the Company. The Board of Directors of the Company while borrowing money for the business needs of the Company for meeting its working capital requirement as well as for financing various projects is required to create mortgage / charge on the moveable as well immovable properties of the Company in favour of the concerned lender. Since the relevant Clauses of the security documents empower the lender to take over the properties and assets provided as security and the lenders have the power to sell the said properties and assets to the exclusion of any third party or without the intervention of any Court of law, it may be construed that the creation of mortgage/ charge on the properties or undertakings of the Company in favour of the lender would attract the provisions of Section 180(1)(a) of the Act. Thus, the consent of the Members is being

sought by a Special Resolution to enable the Board of Directors to create such mortgage/ charge.

The Board recommends the resolution set out at Item No. 4 for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

#### **Item No. 5**

Pursuant to the provisions of Section 186 of the Companies Act, 2013, a Company can give any loan, guarantee, provide security or make investment in shares, debentures etc. up to an amount of 60% of its paid up capital, free reserves and securities premium account or 100% of free reserves and securities premium account, whichever is higher. A Company may give loan, guarantee, provide security or make investment in shares, debentures etc. exceeding the above limits with the prior approval of shareholders by means of a special resolution. Aggregate amount of the loans and investments so far made, the amount for which guarantees and securities so far provided by the Company may exceed the limits as detailed above in the near future. Accordingly, the Board of Directors of the Company has proposed to increase the aforesaid threshold to Rs. 200 Crores (Rupees Two Hundred Crores) subject to approval of the Shareholders.

The Board recommends the resolution set out at Item No. 5 for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

#### **Item No. 6**

The existing Articles of Association ("AoA") are based on the Companies Act, 1956 and several regulations in the existing AoA contain reference to specific sections of the Companies Act, 1956 and some articles in the existing AoA are no longer in conformity with the new Companies Act, 2013. Considering that substantive sections of the new Act which deal with the general working of the Companies stand notified, it is proposed to adopt new set of Articles of Association in substitution, and to the entire exclusion of the Articles contained in the existing Articles of Association of the Company in line with the provisions of the Companies Act, 2013 including the Rules framed thereunder and to make certain other changes thereto.

The proposed new draft of AoA will be available for inspection to the shareholders at the registered office of the company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 A.M and 1.00 P.M till the date of the meeting.

No Director or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in this item of business.

The Board recommends this Resolution for your Approval.

#### **Details of Directors seeking appointment/reappointment at the Annual General Meeting pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard on General Meeting (SS-2) as amended**

Name of Director	Shri Sourav Daspatnaik
DIN	02147356
Date of birth / Age	1st July, 1963 / 59 years
Date of first appointment on the Board	21st June, 2021
Qualification	M.S. & B.E (Mech)
Nature of expertise in specific functional areas	As an Engineer and management professional with 34 years of cross functional experience. He has proven track record of building business along with operational excellence.
Number of Meetings of the Board attended during the year	4

## HINDUSTAN MOTORS LIMITED

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Names of directorship in other companies (only public limited companies have been considered)	1. Genius Consultants Ltd 2. BTL EPC Limited
Names of committees of other companies in which the director is a member.	1. Audit Committee of BTL EPC Ltd 2. CSR Committee of BTL EPC Ltd 3. Remuneration Committee of BTL EPC 4. Audit Committee of Brace Iron & Steel Pvt Ltd 5. CSR Committee of Brace Iron & Steel Pvt Ltd 6. Audit Committee of Swach Environment Pvt Ltd 7. Audit Committee of Nangloi Water Services Pvt Ltd 8. NRC Committee of Nangloi Water Services Pvt Ltd 9. CSR Committee of Nangloi Water Services Pvt Ltd
Names of listed entities from which the person has resigned in the past three years	Genius Consultants Limited
Number of shares held by him in the Company a) Own b) Beneficial basis	Nil
Relationships with other Directors	No