

Anjali Yadav & Associates
Company Secretaries

304A/10178, Ravindra Plaza, Abdul Aziz
Road, Karol Bagh
New Delhi-110 005
Mobile : 9810655161
Email : anjaliyadavpcs@yahoo.co.in

Dated: 27th March, 2015

The Chairman & Managing Director
Hindusthan Urban Infrastructure Limited
Kanchenjunga, (7th Floor)
18, Barakhamba Road,
New Delhi – 110001

Dear Sir,

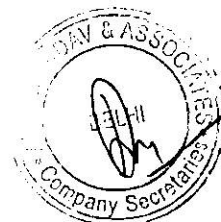
Sub: Passing of resolution through Postal Ballot

Pursuant to the resolution passed by the Board of Directors of Hindusthan Urban Infrastructure Limited on 24th February, 2015, I have been appointed as a Scrutinizer to receive process and scrutinize the postal ballot papers in respect of the Special Resolution as circulated in the postal ballot notice dated 24th February, 2015.

To enable wider participation of shareholders, pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 and the Rules framed there under vide Companies (Management and Administration) Rules, 2014 and pursuant to SEBI's circular no. CIR/CFD/DIL/6/2012, dated July 13, 2012 as amended by its circular CIR/CFD/POLICY CELL/2/2014 17th April, 2014, listed companies are required to provide e-voting facility to their shareholders on all shareholders resolutions to be passed at General Meetings or through Postal Ballot. Since Hindusthan Urban Infrastructure Limited falls within the requirements as specified in the Companies Act, 2013 and the above mentioned Circular of SEBI, e-voting which has been made applicable, the Company has provided for the same.

Hindusthan Urban Infrastructure Limited accordingly has made arrangements with the System Provider NSDL for providing a system of recording votes of the shareholders electronically through e-voting. The Company has also accordingly made arrangements through its Registrar and Transfer Agent, Skyline Financial Services Private Limited. Herein after referred as (RTA or TSRL) to set up the e-voting facility on the NSDL e-voting website <http://www.evoting.nsdl.com>.

Hindusthan Urban Infrastructure Limited through RTA has also uploaded the resolution together with the explanatory statement on which e-voting is required and for generating Electronic Voting Event Number (EVEN) by the system provider. All necessary formalities in compliance with the requirements specified by NSDL, the system provider has been done by the Company through its RTA. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot notice dated 24th February, 2015 sent to the shareholders by email and partly by courier. The Register of Members was made up, for the purpose of dispatch of postal ballot to the shareholders as of 20th February, 2015.



Reference to the Companies Act, 2013	Type and Description of the Special Resolutions
(1) Special Resolution Pursuant to section 180 (1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force)	Special Resolution for Authority to Board of Directors to sell, transfer, assign or cause to be sold, assigned, transferred and delivered the Company's three units i.e. business of manufacturing and servicing of conductors together with their respective assets and liabilities of Guwahati, Gwalior and Khurda Units only as a going concern on a 'Slump Sale' basis to Hindusthan Vidyut Products Limited, a wholly owned subsidiary of Hindusthan Urban Infrastructure Limited.

I report that the Postal ballot Notice dated 24th February, 2015 under Section 110 of the Companies Act, 2013, read with Rule 22 of Companies (Management and Administration) Rules, 2014 was dispatched to the shareholders were held in physical form by courier aggregating to 217 numbers along with self-addressed prepaid Business Reply Envelope on or before 25th February, 2015.

In addition to the above, Postal Ballot Notices were also sent via electronic mode by NSDL the system provider to 722 Shareholders at their email addresses registered with the Depository Participants as per the data download from the National Securities Depository Limited (NSDL) and Central Depository Services (India) limited (CDSL) as on 25th February, 2015.

The details of such cases have been provided to me by Skyline Financial Services Private Limited. I further report that as stated in the Notice sent to the shareholders, the Company had fixed 4:00 P.M. on Friday the 27th March, 2015 as the last date for receipt of Postal Ballots and for E-voting.

As stated in sub rule 3 of Rule 20 under Companies (Management and Administration) Rules, 2014 an advertisement was published by the Company in "The Pioneer", English Newspaper and "Veer Arjun", Hindi Newspaper on 26th February, 2015 informing about the completion of dispatch of the Postal Ballot Notices, both by courier and by email, wherever applicable, to the shareholders along with other related matters mentioned therein.

I report that I have received the Postal Ballot forms from the shareholders during the period starting from 9 A.M. on Thursday, 26th February, 2015 till 4.00 P.M. on Friday, 27th March, 2015. All the Postal Ballot forms together with all votes cast by E-voting through NSDL received up to 4.00 P.M. on Friday, 27th March, 2015 being the last date fixed by the Company for receipt of the ballot forms/ e-voting, were considered for my scrutiny.

No envelopes containing Postal Ballot forms were returned undelivered.

During the course of scrutiny of Postal Ballot Forms I have not come across any mutilated Postal Ballot Forms.

Since e-voting facility was provided by NSDL, the details of the e-voting exercised by the shareholders as also the votes exercised through Postal Ballots, which were duly scrutinized and processed, were duly

compiled by the RTA. While the details of the e-voting was provided by the System Provider namely NSDL, the compilation of the Register in respect of Postal Ballots containing the statement of shareholder's name, folio number, postal ballot number, number of shares held, number of votes exercised, votes in favour, votes against and those votes which were rejected were generated by the RTA which have been duly scrutinized.

On scrutiny, I report that out of 939 shareholders, 01 (One) shareholder has exercised his vote through e-voting and 15 (Fifteen) shareholders have exercised their votes through postal ballot forms, as received. The details of polling results for the item placed for consideration by the members are given below:

Item no.1 Special Resolution for Authority to Board of Directors to sell, transfer, assign or cause to be sold, assigned, transferred and delivered the Company's three units i.e. business of manufacturing and servicing of conductors together with their respective assets and liabilities of Guwahati, Gwalior and Khurda Units only as a going concern on a 'Slump Sale' basis to Hindusthan Vidyut Products Limited, a wholly owned subsidiary of Hindusthan Urban Infrastructure Limited.

Total no. shares	1442885		
Receipt of Postal Ballot forms	From 26th February, 2015 till 27th March, 2015		
		Number of shareholders	Number of shares
Total votes cast through e-voting	A	1	50
Total votes cast through postal ballot forms received	B	15	1129348
Grand total of e-voting/postal ballot form	C	16	1129398
Less: invalid e-voting / postal ballot forms (on account of signature mismatch, for/against option not indicated)	D	Nil	Nil
Net e-voting/ballot forms (C-D)*(iii)	E	16	1129398

(i) Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less.

(ii) Summary of postal ballot:

Promoter/ public	No. of shares held (1)	No. of votes polled(2)	%of votes polled on outstandi ng shares (3)=[(2)/(1)]*100	No. of votes in favour(4)	No. of votes against (5)	%of votes in favour on votes polled(6) =[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*1 00
Promoter and promoter group	1077045	1077045	100%	1077045	0	100%	0
Public institutional holders	5600	Nil	Nil	Nil	Nil	Nil	Nil
Public others	360240	52353	14.53%	52353	0	100%	0
Total	1442885	1129398	78.27%	1129398	0	100%	0

Percentage of votes cast in favour: 100%

Percentage of votes cast against: 0%

RESULTS:-

As the number of votes casted in favour of the Resolutions i.e. 100% is more than three times the number of votes cast against i.e. 0%, I report that the Special Resolution under Section 110 of the Companies Act, 2013, and the Companies (Management and Administration) Rules 2014, as set out in the Postal Ballot notice dated 24th February, 2015 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

CONCLUSION:

As the number of votes casted in favour of the Resolutions i.e. 100% is more than three times the number of votes cast against i.e. 0%, I report that the Special Resolution under Section 110 of the Companies Act, 2013, and the Companies (Management and Administration) Rules 2014, as set out in the Postal Ballot notice dated 24th February, 2015 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

I further report that as per the Postal Ballot Notice dated 24th February, 2015 and the Board Resolution dated 24th February, 2015, the Chairman or any other person as authorized in this regard may declare and confirm the above results of voting by postal ballot in respect of the resolution referred herein by 27th March, 2015, as intimated to the Stock Exchange. The results of Postal Ballot together with the Scrutinizer's Report would be displayed on Company's website www.thehindusthangroup.co.in and on

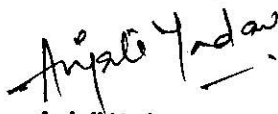


the website of NSDL within two (02) days of passing of the resolutions and shall also be communicated to the Stock Exchanges.

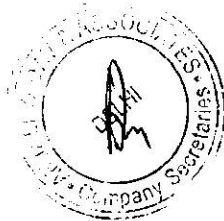
I further report that as per Rule 22 of the Companies (Management and Administration) Rules 2014, the Company has been duly complied with. I further report that as per the said Rules, the records maintained by me including the data as obtained from NSDL, the System Provider for the e-voting facility extended by them as also a Register recording the consent or otherwise received from the shareholders, voting through postal ballot, which includes all the particulars of the shareholders such as the name, folio number/DP ID / Client ID, number of shares held, number of share voted and number of shares assented, number of shares dissented, number of rejected, ballot papers and other related papers are in my safe custody which will be handed over to the Company Secretary of the Company after the Chairman approves and signs the minutes of the meeting.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

Thanking You
Yours faithfully



Anjali Yadav
(Prop.)
Anjali Yadav & Associates
Company Secretaries



CP.No 7257

FCs No. 6628.