

# SANJAY GROVER & ASSOCIATES

## COMPANY SECRETARIES

B-88, 1<sup>ST</sup> Floor, Defence Colony, New Delhi - 110 024  
Tel. : (011) 4679 0000, Fax : (011) 4679 0012  
e-mail : [contact@cssanjaygrover.in](mailto:contact@cssanjaygrover.in)  
website : [www.cssanjaygrover.in](http://www.cssanjaygrover.in)

### Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and in terms of General Circular Nos. 14/2020, 17/2020, 20/2020, 22/2020 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, May 05, 2020 and June 15, 2020 respectively & SEBI Circular dated May 12, 2020]

To,

The Chairman

**HERO FINCORP LIMITED**

(CIN: U74899DL1991PLC046774)

34, Community Centre, Basant Lok,

Vasant Vihar, New Delhi-110057

Dear Sir,

I, Devesh Kumar Vasisht, Partner of M/s Sanjay Grover & Associates, Company Secretaries, having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer for the purpose of scrutinizing the voting process, i.e. remote e-voting and e-voting at Annual General Meeting (AGM) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and General Circular Nos. 14/2020, 17/2020, 20/2020 & 22/2020 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, May 05, 2020 and June 15, 2020 respectively and SEBI Circular dated May 12, 2020 (MCA & SEBI Circulars) on the resolution(s) mentioned in Notice dated July 24, 2020 for 29<sup>th</sup> AGM of the Company held on September 15, 2020 at 03:00 P.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) facility.



I submit my report as under:-

1. The remote e-voting period commenced on Saturday, September 12, 2020 at 9.00 a.m. and ended on Monday, September 14, 2020 at 5.00 p.m. via e-voting platform on the designated website of M/s Link Intime India Private Limited, Authorized Agency to provide e-voting facility viz.: <https://instavote.linkintime.co.in>. The Company had also provided e-voting facility to the Members attended through VC/OAVM during the AGM to enable those Members to cast their votes, if they had not cast their vote earlier through remote e-voting
2. The Members of the Company as on the "cut off" date i.e. Tuesday, September 08, 2020 were entitled to avail the facility of remote e-voting as well as voting at the AGM on the proposed resolution(s) as set out in the Notice dated July 24, 2020.
3. The total paid up Equity Share Capital of the Company as on the cut off date i.e. Tuesday, September 08, 2020 was Rs. 121,53,74,851.80 (Rupees One Hundred Twenty One Crore Fifty Three Lakh Seventy Four Thousand Eight Hundred Fifty One and Paise Eighty Only divided into 11,41,95,126 (Eleven Crore Forty One Lacs Ninety Five Thousand One Hundred Twenty Six) fully paid equity shares of face value of Rs. 10/- (Rupees Ten Only) each, 1,795 (One Thousand Seven Hundred Ninety Five) partly paid equity shares of face value of Rs. 10/- (Rupees Ten Only) each with paid up value of Rs. 5/- (Rupees Five Only) each and 1,31,09,753 (One Crore Thirty One Lakh Nine Thousand Seven Hundred Fifty Three) partly paid equity shares of face value of Rs. 10/- (Rupees Ten Only) with paid up value of Rs. 5.6/- (Rupees Five and Paise Sixty) each.

As per section 47 of the Companies Act, 2013 every member of a company limited by shares and holding equity share capital therein, shall have a right to vote on every resolution placed before the company and his voting right on a poll shall be in proportion to his share in the paid-up equity share capital of the company. Accordingly, 1,795 (One Thousand Seven Hundred Ninety Five) partly paid equity shares and 1,31,09,753 (One Crore Thirty One Lakh Nine Thousand Seven Hundred Fifty Three) partly paid equity shares represents 897 and 73,41,462 votes respectively based of their paid up value.



The following table contains the details of number of equity shares and number of votes the equity shares carries based on their paid up value:

<b>Paid up per equity share (In Rs.)</b>	<b>No. of shares</b>	<b>No. of Votes</b>
10	11,41,95,126	11,41,95,126
5	1,795	897
5.6	1,31,09,753	73,41,462
<b>Total</b>	<b>12,73,06,674</b>	<b>12,15,37,485</b>

4. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereof including MCA Circulars in respect of the resolution contained in the Notice of AGM and providing proper facility for AGM. Our responsibilities as scrutinizers is restricted to make a consolidated scrutinizer's report of the votes cast 'For' or 'Against' the resolution stated in the AGM Notice.
5. After completion of e-voting during the AGM, the data of e-voting at AGM was diligently scrutinized. Thereafter, data of e-voting at AGM were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations lodged with the Company. Detailed registers were maintained containing the summary of results of remote e-voting and e- voting at AGM.
7. Thereafter, the votes cast through remote e-voting and e-voting at AGM were unblocked after completion of e- voting at the AGM in the presence of two witnesses, Ms. Komal Sharma and Mr. Gaurav Aroraa who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:

*Komal*

*Gaurav*



8. The shareholders exercised their voting either by remote e-voting or e-voting at AGM. There was no shareholder who opted for both the facilities.
9. The consolidated summary of results of e- voting during the AGM and remote e-voting are as under:

**Resolution No. 1**- To receive, consider and adopt:

- a) The audited financial statements of the Company for the year ended March 31, 2020 including Audited Balance Sheet and Profit and Loss account as on March 31, 2020 along with Cash Flow Statement on that date together with the reports of the Board of Directors and Auditors thereon and
- b) The audited consolidated financial statements of the Company for the financial year ended March 31, 2020.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote e-Voting	Total	
Assent	3,724	11,35,79,253	11,35,82,977	100.00
Dissent	0	0	0	0
Total	3,724	11,35,79,253	11,35,82,977	100.00

Therefore, the Resolution No. 1 has been approved with requisite majority. Details of e-voting during the AGM & remote e-voting are given in **Annexure- A.**



**Resolution No. 2-** To declare a final dividend @ 25.5% i.e. Rs. 2.55 per Equity Share of Rs. 10/- each for the Financial Year ended March 31, 2020.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote e-Voting	Total	
Assent	3,724	11,35,79,253	11,35,82,977	100.00
Dissent	0	0	0	0
Total	3,724	11,35,79,253	11,35,82,977	100.00

Therefore, the Resolution No. 2 has been approved with requisite majority. Details of e-voting during the AGM & remote e-voting are given in **Annexure- B.**

**Resolution No. 3-** Re-appointment of Mr. Abhimanyu Munjal (DIN: 02822641), as a Director liable to retire by rotation.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote e-Voting	Total	
Assent	3,724	11,35,79,253	11,35,82,977	100.00
Dissent	0	0	0	0
Total	3,724	11,35,79,253	11,35,82,977	100.00

Therefore, the Resolution No. 3 has been approved with requisite majority. Details of e-voting during the AGM & remote e-voting are given in **Annexure- C.**





**Resolution No. 4-** Appointment of Mr. Vivek Chaand Sehgal (DIN: 00291126) as a non-executive Independent Director

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote e-Voting	Total	
Assent	3,724	11,35,79,253	11,35,82,977	100.00
Dissent	0	0	0	0
Total	3,724	11,35,79,253	11,35,82,977	100.00

Therefore, the Resolution No. 4 has been approved with requisite majority. Details of e-voting during the AGM & remote e-voting are given in **Annexure- D.**

10. The register and all other related papers shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, I, shall hand over the register and all other related papers to the Company Secretary.

Thanking you,

**For SANJAY GROVER & ASSOCIATES  
COMPANY SECRETARIES**

*Devesh Kumar Vasisht*

Devesh Kumar Vasisht  
Partner

CP No.: 13700

UDIN: F008488B000720166

September 16, 2020

New Delhi



Countersigned by

*Sheverdra Suman*  
**SHEVERDRA SUMAN**  
(Head - Compliance & Company Secretary) and

Authorized Signatory

September 16, 2020

New Delhi

Details of e-voting during the AGM & remote e-voting for Resolution No.-1 are as under:

**A1. E-VOTING DURING THE AGM:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	9	3,724	37,240
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	9	3,724	37,240
d) Votes with Assent	9	3,724	37,240
e) Votes with Dissent	0	0	0

**A2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares including partly paid up	No. of Votes	Paid-up value of the Equity Shares
				(In Rs.)
a) Total Votes received	47	11,93,47,544	11,35,79,253	1,13,57,92,527
b) Less: Invalid Votes	0	0	0	0
c) Net Valid Votes	47	11,93,47,544	11,35,79,253	1,13,57,92,527
d) Votes with Assent	47	11,93,47,544	11,35,79,253	1,13,57,92,527
e) Votes with Dissent	0	0	0	0





**Annexure- B**

Details of e-voting during the AGM & remote e-voting for Resolution No.-2 are as under:

**B1. E-VOTING DURING THE AGM:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	9	3,724	37,240
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	9	3,724	37,240
d) Votes with Assent	9	3,724	37,240
e) Votes with Dissent	0	0	0

**B2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares including partly paid up	No. of Votes	Paid-up value of the Equity Shares
				(In Rs.)
a) Total Votes received	47	11,93,47,544	11,35,79,253	1,13,57,92,527
b) Less: Invalid Votes	0	0	0	0
c) Net Valid Votes	47	11,93,47,544	11,35,79,253	1,13,57,92,527
d) Votes with Assent	47	11,93,47,544	11,35,79,253	1,13,57,92,527
e) Votes with Dissent	0	0	0	0





Details of e-voting during the AGM & remote e-voting for Resolution No.-3 are as under:

**C1. E-VOTING DURING THE AGM:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	9	3,724	37,240
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	9	3,724	37,240
d) Votes with Assent	9	3,724	37,240
e) Votes with Dissent	0	0	0

**C2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares including partly paid up	No. of Votes	Paid-up value of the Equity Shares
				(In Rs.)
a) Total Votes received	47	11,93,47,544	11,35,79,253	1,13,57,92,527
b) Less: Invalid Votes	0	0	0	0
c) Net Valid Votes	47	11,93,47,544	11,35,79,253	1,13,57,92,527
d) Votes with Assent	47	11,93,47,544	11,35,79,253	1,13,57,92,527
e) Votes with Dissent	0	0	0	0



Details of e-voting during the AGM & remote e-voting for Resolution No.-4 are as under:

**D1. E-VOTING DURING THE AGM:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	9	3,724	37,240
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	9	3,724	37,240
d) Votes with Assent	9	3,724	37,240
e) Votes with Dissent	0	0	0

**D2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares including partly paid up	No. of Votes	Paid-up value of the Equity Shares
				(In Rs.)
a) Total Votes received	47	11,93,47,544	11,35,79,253	1,13,57,92,527
b) Less: Invalid Votes	0	0	0	0
c) Net Valid Votes	47	11,93,47,544	11,35,79,253	1,13,57,92,527
d) Votes with Assent	47	11,93,47,544	11,35,79,253	1,13,57,92,527
e) Votes with Dissent	0	0	0	0

