



D VENKATESWARLU
Company Secretary

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Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014

To,

The Chairperson of 61st Annual General Meeting of **HMT LIMITED** to be held on Tuesday, 30th September 2014 at No. 59, Bellary Road, Bangalore 560 032 at 10.30 A.M.

Dear Sir,

I, **D Venkateswarlu** appointed as Scrutinizer by the Board of Directors of **HMT LIMITED** pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(3)(ix) of the Companies (Management and Administration) Rules, 2014 to scrutinize the electronic voting (e-voting) on the resolutions contained in the Notice of 61st Annual General Meeting of the Company to be held on Tuesday, 30th September 2014 submit my report as under:

1. The e-Voting commenced on 24th September 2014 at 9.00 AM and was closed on 26th September 2014 at 6.00 PM (inclusive of both the days).
2. The Management of the Company is responsible for the compliance of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and my responsibility is only to the extent of making a Scrutinizer's Report for ascertaining the votes casted in favour or against for respective Resolution.



3. The e-Voting Result was unblocked on 29th September 2014 at 11.50 AM from the website www.evoting.karvy.com of M/s Karvy Computershare Private Limited, and Excel File containing the Result was opened in the presence of Mr Prathap C P and Mr Arun Kumar G C who are not in the employment of the Company. They have signed below in Confirmation of the votes being unblocked in their presence.

Signatures : C. P. Prathap

Signatures : Arun Kumar G C

Name : C. P. PRATHAP

Name : ARUN KUMAR G.C

4. The result of the e-Voting is as under:

(a) Item No 1: To receive, consider and adopt the Audited Statement of Profit and Loss Account and Cash Flow Statement for the year ended 31.03.2014, the Balance Sheet of the Company as at that date and the Reports of Directors' and Auditors' thereon – Ordinary Resolution

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
4	684315212	100%

(ii) Voted against the Resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

[Handwritten Signature]



(b) Item No. 2: To authorize the Board of Directors to fix the remuneration of the Auditors for the year 2014-15 – Ordinary Resolution

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
3	684315207	100.00

(ii) Voted against the Resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
1	5	0.00

(iii) Invalid Votes:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(c) Item No. 3: To appoint Shri S Girish Kumar (DIN 03385073) as Director of the Company – Ordinary Resolution.

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
2	684315196	100.00

(ii) Voted against the Resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
1	11	0.00




(iii) Invalid Votes:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
1	5	0.00

(d) Item No. 4: To appoint Shri Rajesh Kumar Singh (DIN 06459343) as Director of the Company – Ordinary Resolution

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
2	684315196	100.00

(ii) Voted against the Resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
1	11	0.00

(iii) Invalid Votes:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
1	5	0.00

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(e) *Item No.5: To appoint Shri S K Bahri (DIN 06855198) as Director of the Company – Ordinary Resolution*

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
3	684315207	100.00

(ii) Voted against the Resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Number of Members voting	Number of votes cast by them	% of total number of valid votes cast
1	5	0.00

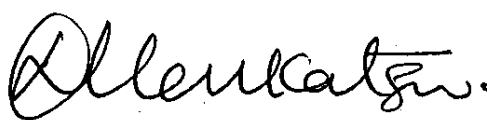
(f) *Item No. 6: To appoint Shri P Sivarami Reddy (DIN 02678959) as Director of the Company – Ordinary Resolution*

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
3	684315207	100.00

(ii) Voted against the Resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL




(iii) Invalid Votes:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
1	5	0.00

5. The Register of e-Voting will be made to the Chairperson and Company Secretary of the Company after the Chairperson considers, approves and signs the minutes of the Annual General Meeting in compliance with Rule 20(3)(xiii) of the Companies Management and Administration) Rules, 2014.

Thanking You,

Yours faithfully,

Date: 29th September 2014
Place: Bangalore



D Venkateswarlu
D VENKATESWARLU
Company Secretary
ACS No. 15683 CP No. 7773



D VENKATESWARLU
Company Secretary

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Form No: MGT-13
Report of Scrutinizer(s)

**[Pursuant to Rule Section 109 of the Companies Act, 2013 and Rule 21(2) of the
Companies (Management and Administration) Rules, 2014]**

To
The Chairman
H.M.T. LIMITED
HMT Bhavan,
59 Bellary Road
Bangalore 560 032

**Sub: 61st Annual General Meeting of the Equity Shareholders of H.M.T.
LIMITED held on Tuesday, 30th September 2014 at 10.30 A.M. at HMT
Bhavan, 59 Bellary Road Bangalore 560 032**

Dear Sir,

I, D Venkateswarlu, Practicing Company Secretary appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 61st Annual General meeting of the Equity Shareholders of H.M.T. Limited, held on Tuesday, 30th September 2014 at 10.30 A.M. at HMT Bhavan, 59 Bellary Road, Bangalore 560 032 and submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and in present of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company viz. M/s Karvy Computershare Private Limited, and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

D Venkateswarlu



Resolution No 1: Ordinary Resolution:

To receive, consider and adopt the Audited Statement of Profit and Loss Account and Cash Flow Statement for the year ended 31.03.2014, the Balance Sheet of the Company as at that date and the Reports of Directors' and Auditors' thereon

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
29	1860	96.124

(ii) Voted against the Resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	75	3.876

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
9	348

Resolution No 2: Ordinary Resolution:

To authorize the Board of Directors to fix the remuneration of the Auditors for the year 2014-15

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
28	1859	97.3298




***(ii) Voted against the Resolution:**

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	51	2.6702

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
10	373

Resolution No 3: Ordinary Resolution:

To appoint Shri S Girish Kumar (DIN 03385073) as Director of the Company

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
29	1860	96.124

(ii) Voted against the Resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	75	3.876

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
9	348




Resolution No 4: Ordinary Resolution:

To appoint Shri Rajesh Kumar Singh (DIN 06459343) as Director of the Company

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
29	1860	96.124

(ii) Voted against the Resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	75	3.876

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
9	348

Resolution No 5: Ordinary Resolution:

To appoint Shri S K Bahri (DIN 06855198) as Director of the Company

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
29	1860	96.124

(ii) Voted against the Resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	75	3.876

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
9	348

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Resolution No 6: Ordinary Resolution:

To appoint Shri P Sivarami Reddy (DIN 02678959) as Director of the Company

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
28	1855	96.8656

(ii) Voted against the Resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	80	4.1344

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
9	348

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you

Yours faithfully

Date: 1st October 2014
Place: Bangalore



D VENKATESWARLU
Company Secretary
ACS No. 15683 CP No. 7773



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Company Secretary

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**Combined Scrutinizer Report (E-voting & Poll)
for HMT LIMITED**

To,
The Chairman
61st Annual General Meeting
HMT LIMITED
Regd Office: HMT Bhavan
No. 59, Bellary Road
Bangalore 560 032

Sub: Passing of resolution through Electronic Voting (E-Voting) And Poll conducted at the 61st Annual General Meeting held on Tuesday, 30th September 2014 at No. 59, Bellary Road, Bangalore 560 032 at 10.30 A.M.

Dear Sir,

1. I, D Venkateswarlu, Practicing Company Secretary, Bangalore have been appointed by
 - The Board of Directors of the Company in their meeting held on 11th August 2014, for the purpose of scrutinising the e-voting process under the provisions of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (management And Administration) Rules, 2014 (Rules); and
 - The Chairman of the Annual General Meeting (AGM) on poll under the provisions of Section 109 of the Act read with Rule 21 of Rules, and at the 61st Annual General Meeting of the Company held on 30th September 2014, the Chairman of the Company had suo motto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the AGM had appointed as the Scrutiniser for the same. For further details, kindly refer to my Scrutiniser Report in form MGT 13 dated 30th September 2014.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice of the 61st Annual General Meeting (AGM) of the Members of the Company. My responsibility as a Scrutiniser for the 3-voting process and for poll at the AGM is restricted to make scrutinisers report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by M/s Karvy Computershare Private Limited (Karvy), the authorised agency engaged by the Company to provide the facilities relating to e-voting and conducting the poll at AGM.

D Venkateswarlu



3. I have issued separate Scrutinisers Report on the e-voting dated 29th September 2014 and on the poll dated 1st October 2014 on the resolutions contained in the Notice of the AGM. As requested by the Management, I hereby submit my combined report on the results of e-voting together with that of poll as under:

Item No. of Notice	Particulars of business	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
		Nos	%	Nos	%	Nos	%
Item No. 1 of the Notice (as an Ordinary Resolution)	E-voting	684315212	100	0.00	0.00	0.00	0.00
	Poll	1860	96.124	75	3.876	348	0.00
	Total	684317072	100	75	0.00	348	0.00
Item No. 2 of the Notice (as an Ordinary Resolution)	E-voting	684315207	99.9999	5	0.0001	0.00	0.00
	Poll	1859	97.3298	51	2.6702	373	0.00
	Total	684317066	100	56	0.00	373	0.00
Item No. 3 of the Notice (as an Ordinary Resolution)	E-voting	684315196	99.9999	11	0.0001	5	0.00
	Poll	1860	96.124	75	3.876	348	0.00
	Total	684317056	100	86	0.00	353	0.00
Item No. 4 of the Notice (as an Ordinary Resolution)	E-voting	684315196	99.9999	11	0.0001	5	0.00
	Poll	1860	96.124	75	3.876	348	0.00
	Total	684317056	100	86	0.00	353	0.00
Item No. 5 of the Notice (as an Ordinary Resolution)	E-voting	684315207	99.9999	0.00	0.00	5	0.00
	Poll	1860	96.124	75	3.876	348	0.00
	Total	684317067	100	75	0.00	353	0.00
Item No. 6 of the Notice (as an Ordinary Resolution)	E-voting	684315207	99.9999	0.00	0.00	5	0.00
	Poll	1855	95.8656	80	4.1344	348	0.00
	Total	684317062	100	80	0.00	353	0.00

All the resolutions stands passed under e-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the registers received from the service provider both electronically and manually, in respect of the votes cast through e-voting and poll by the shareholders of the Company. I shall be arranging to hand over these records to you or such other person authorized by you.

Thanking you

Yours faithfully

Date: 1st October 2014
Place: Bangalore



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Company Secretary
ACS No. 15683 CP No. 7773