



**D VENKATESWARLU**

Company Secretary

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**Scrutinizer's Report for Postal Ballot of M/s HMT LIMITED**

To,  
The Chairman  
63<sup>rd</sup> Annual General Meeting  
M/s HMT LIMITED  
Regd. Office: HMT Bhavan,  
No. 59, Bellary Road,  
Bangalore 560 032

Dear Sir,

**Sub: Scrutinizer's Report on voting through Postal Ballot including voting through electronics means in terms of Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amended Rules, 2015 to the extent applicable.**

I, D Venkateswarlu, Practicing Company Secretary, Bangalore have been appointed by the Company for the purpose of:

- Scrutinizing the remote 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
- Poll through postal ballot forms under the provisions of Section 110 of the Act and Rule 22 of Companies (Management And Administration) Rules, 2014 read with Rule 20 of Companies (Management And Administration) Rules, 2014 as amended by Companies (Management And Administration) Amended Rules, 2015 to the extent applicable,

on the resolutions contained in the Postal Ballot notice dated 24<sup>th</sup> November 2016 of M/s H.M.T. Limited.

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 Postal Ballot notice dated 24<sup>th</sup> November 2016 of M/s H.M.T. Limited.

My responsibility as a Scrutinizer for the e-voting process and for poll through Postal Ballot is restricted to make scrutinizers report of the votes cast **"in favour"** or **"against"** the resolutions stated in the Postal Ballot Notice, 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 the members for casting the e-voting and postal ballot of the Company.



The Company had appointed / engaged, M/s Karvy Computershare Private Limited (Karvy), as service provider to provide e-voting facilities to the shareholders of the Company from 29<sup>th</sup> November 2016 at 10.00 AM and was closed on 28<sup>th</sup> December 2016 at 6.00 PM (inclusive of both the days). M/s Karvy Computershare Private Limited is the Registrar and Share Transfer Agents of the Company. The e-Voting Result were unblocked by me on 28<sup>th</sup> December 2016 at 7.53 P.M. from the website [www.evoting.karvy.com](http://www.evoting.karvy.com) in the presence of two witnesses.

I submit herewith my scrutinizers report on the results of voting by remote e-voting and postal ballot forms received:

**Item No 1: Closure / Winding up of the Subsidiary Companies – Special Resolution**

**(i) Voted in favour of the resolution:**

Mode	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Electronic	13	10393	0.0009
Physical	57	1128073060	99.9990
<b>Total</b>	<b>70</b>	<b>1128083453</b>	<b>99.9999</b>

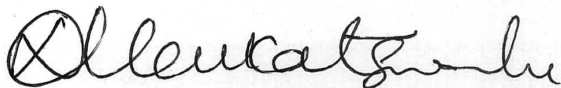
**(ii) Voted against the Resolution:**

Mode	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Electronic	3	161	0.0000
Physical	15	920	0.0001
<b>Total</b>	<b>18</b>	<b>1081</b>	<b>0.0001</b>

**(iii) Invalid Votes:**

Mode	Number of Members whose votes were declared invalid	Number of votes cast
Electronic	1	500
Physical	7	5881
<b>Total</b>	<b>8</b>	<b>6381</b>

The resolution is passed with requisite majority.




**Item No 2: Closure of Operation of the Tractor Division of the Company located at Pinjore, Mohali and Hyderabad – Special Resolution**

**(i) Voted in favour of the resolution:**

Mode	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Electronic	13	9493	0.0008
Physical	56	1128072906	99.9990
<b>Total</b>	<b>69</b>	<b>1128082399</b>	<b>99.9998</b>

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

Mode	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Electronic	3	1061	0.0001
Physical	16	1074	0.0001
<b>Total</b>	<b>19</b>	<b>2135</b>	<b>0.0002</b>

**(iii) Invalid Votes:**

Mode	Number of Members whose votes were declared invalid	Number of votes cast
Electronic	1	500
Physical	7	5881
<b>Total</b>	<b>8</b>	<b>6381</b>

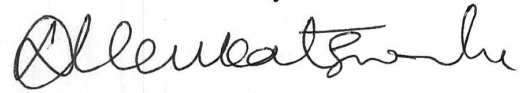
**The resolution is passed with requisite majority.**

The Register, all other papers, relevant records relating to the postal ballot including electronic voting and postal ballot forms were sealed and handed over to the Chairperson for safe keeping.

Thanking you

Date: 29<sup>th</sup> December 2016  
Place: Bangalore

Yours faithfully



**D VENKATESWARLU**  
Company Secretary  
FCS No.8554 CP No. 7773

