

S. SARKAR & ASSOCIATES

Company Secretaries

4B Malanga Lane, Kolkata – 700 012

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SCRUTINIZER'S REPORT

The Chairman
Board of Directors
HGI Industries Limited
Industry House, 18th Floor,
10, Camac Street
Kolkata – 700017

Dear Sir,

Sub. : Scrutinizer Report on e-voting pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules 2014.

1. We S. Sarkar & Associates, Company Secretaries, have been appointed as a Scrutinizer by the Board of Directors of the Company pursuant to the above provision of the Companies Act, 2013, to scrutinize the electronic voting process & Physical voting process and to ascertain the requisite majority on e-voting & physical voting carried out for the below mentioned resolutions passed at the 71th Annual General Meeting of the Company held on 29th September of 2015.
2. The Company has appointed National Securities Depository Limited (NSDL) as a service provider to extend the facility of electronic voting to the members of the Company. M/s. MCS Share Transfer Agent Ltd is the share transfer agent of the Company. The service provider has accordingly provided the facility of e-voting through their web site www.evoting.nsdl.com
3. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the related rules in relation to e-voting and voting through ballot on the resolutions contained in the notice dated 11th August, 2015, to the 71th Annual General Meeting of the Company. Our responsibilities as a Scrutinizer is restricted to make a Scrutinizer's Report of the votes casted in favour or against the resolutions as stated, based on the Report generated from the e-voting system generated by NSDL, the authorized agency engaged by the Company to provide e-voting facilities and polled through ballot at the 71th Annual General Meeting of the Company.
4. Further to the above we submit our report as under:
 - a. The e-voting period remain opened from 9.AM. 26.09.2015 To 5.P.M 28.09.2015
 - b. The Members of the Company as on the cut-off date 22.09.2015 were entitled to vote on the resolutions.



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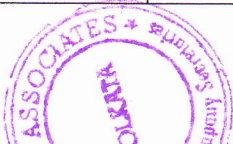
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- c. The votes casted through e-voting were unblocked on 29th September, 2015 in the presence of two numbers of witnesses, who were not employee of the Company.
- d. The details of the share holders who voted for or against the resolution that were put to vote, were generated from the e-voting website of NSDL and through ballot at the venue of the Annual General Meeting of the Company and based on such Report the details of the voting results are as under:
1. **Ordinary resolution:** To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31st March, 2015, together with the Report of the Directors' and Auditors' thereon.

Category	In-favour of the Resolution			Against the Resolution			Invalid votes	
	Number of Share Holders	No. of shares/ votes	Percentage of shares/ votes received	Number of Share Holders	No. of shares/ votes	Percentage of shares/ votes received	Number of Share Holders	No. of shares/ votes
Promoter and Promoter Group	6	651730	100	NIL	NIL	NIL	NIL	NIL
Other than Promoters	29	1013370	100	NIL	NIL	NIL	NIL	NIL
Total	35	1665100	100	NIL	NIL	NIL	NIL	NIL

2. **Ordinary Resolution:** To appoint a Director in place of Mr. Arvind Kumar Newar (DIN: 00469492), who retires by rotation at this Annual General Meeting and being eligible, offered himself for re-appointment.

Category	In-favour of the Resolution			Against the Resolution			Invalid votes	
	Number of Share Holders	No. of shares/ votes	Percentage of shares/ votes received	Number of Share Holders	No. of shares/ votes	Percentage of shares/ votes received	Number of Share Holders	No. of shares/ votes
Promoter and Promoter Group	6	651730	100	NIL	NIL	NIL	NIL	NIL
Other than Promoters	29	1013370	100	NIL	NIL	NIL	NIL	NIL
Total	35	1665100	100	NIL	NIL	NIL	NIL	NIL



3. **Ordinary Resolution:** Ratification of Appointment of M/s. Salarpuria, Jajodia & Co. Chartered Accountants, Auditor of the Company

Category	Number of Share Holders	No. of shares/ votes received	Percentage of shares/ votes received	Number of Share Holders	No. of shares/ votes received	Percentage of shares/ votes received	In-favour of the Resolution		Invalid votes
							Number of Share Holders	Percentage of shares/ votes received	
Promoter and Promoter Group	6	651730	NIL	NIL	NIL	NIL	100		NIL
Other than Promoters	29	1013370	NIL	NIL	NIL	NIL	100		NIL
Total	35	1665100					100		NIL

4. **Ordinary Resolution (Special Business):** Appointment of Mrs. Neha Agrawal (DIN 05321461) as an Independent Director

Category	Number of Share Holders	No. of shares/ votes received	Percentage of shares/ votes received	Number of Share Holders	No. of shares/ votes received	Percentage of shares/ votes received	In-favour of the Resolution		Invalid votes
							Number of Share Holders	Percentage of shares/ votes received	
Promoter and Promoter Group	6	651730	NIL	NIL	NIL	NIL	100		NIL
Other than Promoters	29	1013370	NIL	NIL	NIL	NIL	100		NIL
Total	35	1665100					100		NIL

Thanking you,
 For S. SARKAR & ASSOCIATES
 Company Secretaries



(SANDIP SARKAR)

Proprietor
 Membership No.-FCS-7524
 CP.No-9483



Place : KOLKATA

Dated : 29.09.2015