

FORM NO. MGT.13 (Revised)
Report of Scrutinizer(s)(Revised)
[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the
Companies (Management and Administration) Rules, 2014]

**[Post Review by Committee Headed by Managing Director, CFO, Company Secretary
along with Scrutinizer]**

To,
The Chairman,
31st Annual General Meeting of the Equity Shareholders of HGS (India) Limited
Held on Wednesday, 2nd November, 2016 at 11:00 am at Company's Registered Office.

Dear Sir,

I, Ajit. V. Anaskar, appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 31st Annual General Meeting of the Equity Shareholders of M/s HGS (India) Limited, held on Wednesday, 2nd November, 2016 at 11:00 am at Company's Registered Office at Portion 2, 1st Floor, A-259, Defence Colony, New Delhi-110024, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 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 poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company 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:

(a) Resolution No. 5

**Approval for entering into Related Party Transactions by 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
7	460800	29.91%

(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
1	10,80,000	70.09%

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
14	7026840

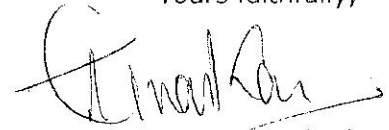


5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board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

Thanking you,

Place: New Delhi
Dated: 04.11.2016

Yours faithfully,



(Ajit. V. Anaskar)

Name/s and Signature/s of the Scrutinizer/s

HGS (INDIA) LIMITED

REG. OFFICE: I & II Floors, Portion-2, A-259 Defence Colony, New Delhi-24

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DECLARATION OF RESULTS OF VOTING THROUGH POLL AT THE 31ST ANNUAL GENERAL MEETING (AGM) HELD ON 2ND NOVEMBER, 2016 WITH RESPECT TO RESOLUTIONS / MATTERS AS MENTIONED IN THE NOTICE OF AGM

[Revised after review of Committee Headed by Managing Director, CFO and Company Secretary along with Scrutinizer]

Name of the Company	HGS (India) Limited
Date of AGM	02.11.2016
No. of Shareholders on record date	59
No. of Shareholders present in the Meeting either in person or through Proxy	22
Promoter and Promoter Group:	20
Non-Promoters:	2

Resolution Required: Ordinary / Special	Special Resolution - Approval for entering into Related Party Transactions by the Company.							
No. of Shareholders interested in the agenda / resolution	14 Shareholders							
Category	Mode of Voting	No. of Non-Interested Shareholders	No. of Votes Polled	% of Votes Polled	No. of Votes in favour	No. of Votes-Against	% of Votes in Favour	% of Votes-Against
Promoter and Promoter Group	Poll	6	457200	29.67%	457200	0	29.67%	0.00%
Non Promoter Shareholders	Poll	2	1083600	70.33%	3600	1080000	0.24%	70.09%
TOTAL		8	1540800	100.00%	460800	1080000	29.91%	70.09%



(Anil Dass)

Chairman of 31st Annual General Meeting