

SCRUTINIZER'S REPORT-COMBINED

The Chairman of
51st Annual General Meeting of the Equity Shareholders of
Hindustan Everest Tools Limited (the Company)
held on 30th September, 2014 at
"PHD House" Opposite Asian Games Village,
Siri Fort Road,
New Delhi-110016

Dear Sir,

1. I, Satyender Kumar, Company Secretary in Whole Time Practice, was appointed as Scrutinizer by:
 - a) the Board of Directors of M/s **Hindustan Everest Tools Limited** for the purpose of scrutinizing the e-voting process in fair and transparent manner as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and
 - b) the Chairman of the Annual General Meeting (AGM) on the poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the notice of 51st Annual General Meeting of the members of the Company, held on 30th September, 2014 at 11.00 a.m. at "PHD House" Opposite Asian Games Village, Siri Fort Road, New Delhi-110016
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 to the 51st Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the evoting process and for poll is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the notice to the 51st Annual General Meeting (AGM), based on the reports generated from e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company and also at the time of Poll based on the records provided by the Registrar and Transfer Agents M/s Link Intime India Pvt. Limited, New Delhi at the AGM.
3. I have issued separate Scrutinizer's Report dated September 26, 2014 on e-voting and on Poll dated September 30, 2014 on the resolutions contained in the notice to the AGM. As requested by the management submit herewith my combined report on the results of e-voting together with that of Poll as under:

Satyender Kumar

Item No. 1

Ordinary Resolution to receive, consider and adopt the Audited Balance Sheet as at March 31, 2014 and Statement of Profit and Loss for the year ended on that date along with the Report of the Board of Directors and the Auditors thereon

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	2	27	29	265	1069354	1069619	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	2	27	29	265	1069354	1069619	100.00%

Accordingly, out of 1069619 E- Votes and Poll Polled; 1069619 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled; Nil votes were cast **DISSENTING** to the Ordinary Resolution.

Thus, the **Ordinary Resolution** as contained in Item No. 1 of Notice to the Annual General Meeting passed unanimously.

Item No. 2

Ordinary Resolution to appoint M/s Singhi & Company, Chartered Accountants, (ICAI Registration No. 302049E) as Statutory Auditors of the Company, to hold the office from the conclusion of this Annual General Meeting of the Company till the conclusion of 54th Annual General Meeting of the Company, subject to annual General Meeting of the Company, subject to annual ratification by the members of the Annual General Meeting in accordance with the provisions of Section 139 of the Companies Act, 2013 and rules there under at such remuneration including Service Tax and out of pocket expenses as shall be fixed by the Board of Directors of the Company in consultation with the Auditors.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	2	27	29	265	1069354	1069619	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	2	27	29	265	1069354	1069619	100.00%

Accordingly, out of 1069619 E- Votes and Poll Polled; 1069619 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled; Nil votes were cast **DISSENTING** to the Ordinary Resolution.

Thus, the **Ordinary Resolution** as contained in Item No. 2 of Notice to the Annual General Meeting passed unanimously.

Satyender Kumar

Item No. 3

Ordinary Resolution for the appointment of Mr. Pradeep Jain (holding DIN 00108240), as an Independent Director

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	2	27	29	265	1069354	1069619	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	2	27	29	265	1069354	1069619	100.00%

Accordingly, out of 1069619 E- Votes and Poll Polled; 1069619 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled; Nil votes were cast **DISSENTING** to the Ordinary Resolution.

Thus, the **Ordinary Resolution** as contained in Item No. 3 of Notice to the Annual General Meeting passed unanimously.

Item No. 4

Ordinary Resolution for the appointment of Ms Pallavi Joshi Bakhru (holding DIN 01526618) as an Independent Director

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	2	27	29	265	1069354	1069619	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	2	27	29	265	1069354	1069619	100.00%

Accordingly, out of 1069619 E- Votes and Poll Polled; 1069619 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled; Nil votes were cast **DISSENTING** to the Ordinary Resolution.

Thus, the **Ordinary Resolution** as contained in Item No. 4 of Notice to the Annual General Meeting passed unanimously.

Item No. 5

Ordinary Resolution for the appointment of Mr. Lokesh Sood (holding DIN 01680602) as an Independent Director.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	2	27	29	265	1069354	1069619	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	2	27	29	265	1069354	1069619	100.00%

Satyender Kumar

SATYENDER KUMAR

Accordingly, out of 1069619 E- Votes and Poll Polled; 1069619 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled; Nil votes were cast **DISSENTING** to the Ordinary Resolution.

Thus, the **Ordinary Resolution** as contained in Item No. 5 of Notice to the Annual General Meeting passed unanimously.

Item No. 6

Ordinary Resolution for the appointment of Mr. Ambarish Raj (holding DIN 01423870) as an Independent Director

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	2	27	29	265	1069354	1069619	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	2	27	29	265	1069354	1069619	100.00%

Accordingly, out of 1069619 E- Votes and Poll Polled; 1069619 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled; Nil votes were cast **DISSENTING** to the Ordinary Resolution.

Thus, the **Ordinary Resolution** as contained in Item No. 6 of Notice to the Annual General Meeting passed unanimously.

Item No. 7

Ordinary Resolution for the alteration and variation of terms of appointment and remuneration of Sh. Shravan Kumar Mandelia (holding DIN 00040532), Managing Director

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	2	27	29	265	1069354	1069619	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	2	27	29	265	1069354	1069619	100.00%

Accordingly, out of 1069619 E- Votes and Poll Polled; 1069619 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled; Nil votes were cast **DISSENTING** to the Ordinary Resolution.

Thus, the **Ordinary Resolution** as contained in Item No. 7 of Notice to the Annual General Meeting passed unanimously.

Satyender Kumar,

Item No. 8

Ordinary Resolution for the alteration and variation of terms of appointment and remuneration of Sh. Balgopal Mandelia (holding DIN 00040592), Joint Managing Director

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	2	27	29	265	1069354	1069619	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	2	27	29	265	1069354	1069619	100.00%

Accordingly, out of 1069619 E- Votes and Poll Polled; 1069619 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled; Nil votes were cast **DISSENTING** to the Ordinary Resolution.

Thus, the **Ordinary Resolution** as contained in Item No. 8 of Notice to the Annual General Meeting passed unanimously.

Item No. 9

Ordinary Resolution for the approve the appointment M/s Kabra & Associates, Cost Accountants (Firm Registration No.75) appointed as Cost Auditors and payment of remuneration of the Cost Auditors for the financial year ending March 31, 2015

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	2	27	29	265	1069354	1069619	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	2	27	29	265	1069354	1069619	100.00%

Accordingly, out of 1069619 E- Votes and Poll Polled; 1069619 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled; Nil votes were cast **DISSENTING** to the Ordinary Resolution.

Thus, the **Ordinary Resolution** as contained in Item No. 9 of Notice to the Annual General Meeting passed unanimously.

Thanking you,
Yours Sincerely

Satyender Kumar

SATYENDER KUMAR
Company Secretary in Practice

FCS 4087
C.P.NO. 5189

Place: New Delhi
Date: September 30, 2014