



SCRUTINIZER'S REPORT

*The Chairman
Hindustan Everest Tools Limited
Dohil Chambers,
46, Nehru Place,
New Delhi-110 019*

Subject : Passing of resolutions through Postal Ballot pursuant to section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 – Report on e-Voting and Postal Ballots received manually.

Dear Sir,

- 1. I have been appointed as a Scrutinizer under Rule 20(3)(ix) and Rule 22(5) of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") to conduct the postal ballot voting process in a fair and transparent manner pursuant to the resolution passed by the Board of Directors ("**The Board**") of Hindustan Everest Tools Limited ("**The Company**") at their meeting held on 20th February, 2017.*
- 2. The Company engaged National Securities Depository Limited ("**NSDL**") as the Service Provider for extending the facility of electronic voting to the shareholders of the Company. The Service Provider provided a system for recording the votes of the Shareholders electronically on all the three items mentioned in the notice dated 20th February, 2017 sought to be transacted through postal ballot. National Securities Depository Limited ("**NSDL**") had set up e-voting facility on their website, <https://www.evoting.nsdl.com>. The Company had uploaded all the items of the business to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their vote through e-voting.*
- 3. As on the cutoff date there were 1895 Shareholders of the Company. The Postal Ballot Notice was sent through email to 477 Shareholders whose email id was made available by the two depositories and for those holding in physical form to the extent it was available with the RTA. The Notice was sent in the physical form to 1418 shareholders.*
- 4. The Postal Ballot Notices sent both through email and physical form contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.*
- 5. The cutoff date (Record date) for the purposes of identifying the Shareholders who will be entitled to vote on the resolutions placed for the approval of the shareholders was 24.02.2017. The e-voting facility was kept open from 10th March, 2017 (9.00 A.M.) to 8th April, 2017 (5.00 P.M.).*



6. Pursuant to Rule 22(3) of Companies (Management and Administration) Rules, 2014, the Company also released an advertisement, which was published five days in advance from the date of beginning of voting period in Pioneer (English) and Vir Arjun (Hindi) newspapers. The notice published in the newspaper carried the required information as specified in the Rule 22(3)(a) to (g).

7. At the end of the voting period on April 8, 2017 the voting Portal of the service provider was blocked forthwith. On April 8, 2017 at 5.30 P.M. the votes cast through e-voting facility was duly unblocked by me as a Scrutinizer in the presence of CS Dushyant Gupta and CA Sachin Saxena who acted as the witnesses, as prescribed in sub rule 3 (xi) of said Rule 20 of Companies (Management and Administration) Rules, 2014.

8. Particulars of all Votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.

9. Physical notices were sent to 1418 shareholders along with Postal Ballot Forms and self – addressed postage prepaid business reply envelope to those Members whose name(s) appeared on the Register of Members / List of Beneficiaries as on 24.02.2017.

10. Particulars of all the postal ballot forms received from the Members have been entered in a electronic register separately maintained for the purpose.

11. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms.

12. The ballot box was opened on 10.04.2017 in my presence.

13. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the company/ List of Beneficiaries as on 24.02.2017.

14. All postal ballot forms received up to the close of working hours on 08.04.2017, the last date and time fixed by the company for receipt of the forms were considered for my scrutiny.

15. Envelopes containing postal ballot forms received after 08.04.2017 were not considered for my scrutiny.

16. I didn't find any defaced or mutilated ballot paper.

As a Scrutinizer the report of the e-voting carried by the shareholders and physical postal ballots received were duly complied, the detail of which are as follows.



Resolution No. 1 – Special Resolution for approval of borrowings upto Rs.20.00 Crore in excess of share capital and free reserves under section 180(1)© of the Companies Act, 2013.

<i>Particulars</i>	<i>No. of Members who cast their votes.</i>	<i>No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)</i>	<i>% of Valid Votes Received</i>
<i>Total Votes received by electronic mode</i>	10	73006	N.A.
<i>Total Votes received through physical postal ballot mode</i>	11	1018022	N.A.
<i>Total Number of Invalid Votes</i>	NIL	NIL	N.A.
<i>Total Number of Valid Votes</i>	21	1091028	100.00 %
<i>Total Number of Votes against the resolution</i>	1	2	N.A.
<i>Total Number of Votes in favour of Resolution</i>	20	1091026	100.00 %

Resolution No. 2 – Special Resolution for approval for creation of charge / mortgage upto Rs.20.00 Crore on the properties of the Company under section 180(1)(a) of the Companies Act, 2013.

<i>Particulars</i>	<i>No. of Members who cast their votes.</i>	<i>No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)</i>	<i>% of Valid Votes Received</i>
<i>Total Votes received by electronic mode</i>	10	73006	N.A.
<i>Total Votes received through physical postal ballot mode</i>	11	1018022	N.A.
<i>Total Number of Invalid Votes</i>	NIL	NIL	N.A.
<i>Total Number of Valid Votes</i>	21	1091028	100.00 %
<i>Total Number of Votes against the resolution</i>	1	2	N.A.
<i>Total Number of Votes in favour of Resolution</i>	20	1091026	100.00 %



Resolution No. 3 – Special Resolution for approval of sale / transfer of substantial assets of the Company under section 180(1)(a) of the Companies Act, 2013.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	10	73006	N.A.
Total Votes received through physical postal ballot mode	11	1018022	N.A.
Total Number of Invalid Votes	NIL	NIL	N.A.
Total Number of Valid Votes	21	1091028	100.00 %
Total Number of Votes against the resolution	1	2	N.A.
Total Number of Votes in favour of Resolution	20	1091026	100.00 %

I will handed over the postal ballot forms and other related papers / registers and records for safe custody to the Company Secretary authorised by the Board to supervise the postal ballot process after the Chairman considers, approves and signs the minutes of the postal ballot process.

You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,



(CS BALDEV SINGH KASHTWAL)
PRACTISING COMPANY SECRETARY
SCRUTINIZER
C. P. No. 3169

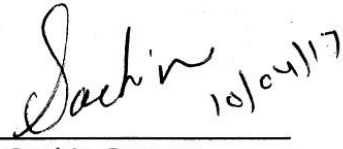


Place : New Delhi

Dated : April 10, 2017

Witness :-

1. Signature : 
 Name : Dushyant Gupta
 Address : D-373, Gali No. 13
 Near Laxmi Sweets, Laxmi Nagar,
 Delhi-110092

2. Signature : 
 Name : CA Sachin Saxena
 Address : 69A/1, Gali No. 14,
 West Azad Nagar, Delhi -110051