

**Hindustan
Everest Tools
Limited**



Dohil Chambers, 46 Nehru Place
New Delhi-110 019 (INDIA)
Ph. : 91-11-46692600, Fax : 011-41606788
E-mail : ho@everesttools.com
CIN : L74899DL1962PLC003634

HETL/ 09/2019
September 30, 2019

**The BSE Ltd.,
Floor 25, P.J. Tower,
Dalal Street,
Mumbai-400001**

Ref: - Company Code 505725

**Subject:- Disclosure under Regulation 30(2) of SEBI (LODR) Regulations 2015
proceedings and outcome of Annual General Meeting held on 30/09/2019.**

Dear Sir,

Please find here under summary of proceedings of 56th Annual General Meeting (AGM) of the company along with consolidated report of the Scrutinizer on e-voting and voting by ballot at the AGM:-

SUMMARY OF PROCEEDINGS OF THE 56TH ANNUAL GENERAL MEETING

The 56th Annual General Meeting of the members of Hindustan Everest Tools Limited (the company) has been held on Monday, September 30, 2019 at 10:30 A.M. at "PHD House" Opposite Asian Games Village, Siri Fort Road, New Delhi-110016, India.

Directors Present:

Mr. Balgopal Mandelia	Managing Director
Mr. Amitav	Independent Director & chairman of Audit and Nomination and Remuneration Committee.
Mr. Saurabh Parasramka	Director
Mr. Pradeep Jain	Independent Director

In attendance

Mr. Shiv Paul Singh	Scrutinizer
Ms. Sonam Gupta	Company Secretary

Members Present

In person – 38 representing 837137 shares

By Proxy - 4 representing 180395 shares



Mr. Balgopal Mandelia was unanimously elected as the Chairman of the Annual General Meeting, took the chair and conducted the proceedings of the Meeting as the requisite quorum was present. Thereafter, he introduced his colleagues on the Board of Directors of the Company who were present on the dais. The Chairman addressed the shareholders and spoke about Financial Performance of the Company, current economic situations and its impact.

The Chairman thereafter declared that the copies of audited financial statements for the year ended March 31, 2019, Director's and Auditors' report had been posted/mailed as the case may be along with Notice of the aforesaid Annual General Meeting to all the Members and that the original documents along with the statutory registers and Secretarial Auditors' Report were available for inspection. Further, with the consent of the Shareholders, the Notice convening the Meeting and the Auditor's Report were taken as read.

Mr. Balgopal Mandelia, Chairman of the Annual General Meeting read out and explained the qualifications contained in Secretarial Auditors Report.

The Chairman further informed the shareholders that e-voting facility has been provided to all Members to vote electronically and the company has also arranged for voting through ballot paper in the meeting on all the resolutions to be passed at the meeting for those members who have not cast their vote through e-voting and that there will be no voting by show of hands at the meeting. Clarifications were provided to the queries raised by the members.

The following items of business, as per the Notice of the AGM were transacted and were passed by requisite majority:-

ORDINARY BUSINESS:

- (1) Adopted audited Financial Statements of the company for the financial year ended on March 31, 2019 and reports of the Board of Directors and the Auditors thereon. (Ordinary Resolution)
- (2) Reappointment of Shri Shravan Kumar Mandelia (DIN: 00040532), as Director, who is liable to retire by rotation and being eligible has offered himself for re-appointment. (Ordinary Resolution)

SPECIAL BUSINESS:

- (3) Appointment of Mr. Amitav (DIN: 08240143) as an Independent Director of the Company. (Ordinary Resolution)
- (4) Appointment of Miss Shifa Nagar (DIN: 08240119) as an Independent Director of the Company. (Ordinary Resolution)
- (5) Re-appointment of Mr. Pradeep Jain (DIN: 00108240) as an Independent Director of the Company. (Special Resolution)
- (6) Re-appointment of Shri Shravan Kumar Mandelia (DIN: 00040532) as a Managing Director of the Company and approval of remuneration and other terms and conditions of his appointment. (Ordinary Resolution)



- (7) Re-appointment of Shri Balgopal Mandelia (DIN: 00040592) as a Managing Director of the Company and approval of remuneration and other terms and conditions of his appointment. (Ordinary Resolution)

The Chairman informed the shareholders that Mr. Shiv Paul Singh, Practicing Company Secretary has been appointed as scrutinizer for the Poll at this meeting and to report on the combined voting results of e-voting and the Poll for each of the items as per the notice of the AGM.

The scrutinizers' report was received and accordingly all the resolutions as set out in the notice of the AGM were declared as passed. The scanned copy of consolidated Scrutinizer Report dated 30/09/2019 is attached herewith.

This is for your necessary information and record.

Thanking you,

Your's faithfully

For **Hindustan Everest Tools Limited**


Sonam Gupta
Company Secretary

SHIV PAUL SINGH

PRACTISING COMPANY SECRETARY

House No. E - 51, E - Block, Street No. - 2, East Vinod Nagar, New Delhi - 110091

PAN: AMMPS8893H, Mobile : 9711899119, E - mail : slathiacs71@yahoo.co.in

CONSOLIDATED SCRUTINIZER REPORT FOR REMOTE E-VOTING & POLL FOR HINDUSTAN EVEREST TOOLS LIMITED

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015

To
THE CHAIRMAN OF THE MEETING
56TH ANNUAL GENERAL MEETING OF
HINDUSTAN EVEREST TOOLS LIMITED
(CIN NO. : L74899DL1962PLC003634)
4TH FLOOR, DOHIL CHAMBERS,
46, NEHRU PLACE,
NEW DELHI-110019

SUBJECT : PASSING OF RESOLUTION(S) THROUGH ELECTRONIC VOTING AND POLL CONDUCTED AT THE 56TH ANNUAL GENERAL MEETING OF HINDUSTAN EVEREST TOOLS LIMITED ("THE COMPANY") HELD ON MONDAY, THE 30TH DAY OF SEPTEMBER, 2019 AT 10:30 A.M. AT PHD HOUSE, OPPOSITE ASIAN GAMES VILLAGE, SIRI FORT ROAD, NEW DELHI-110 016)

I, CS Shiv Paul Singh, Practicing Company Secretary (Holding Membership No. FCS 5690 and Certificate of Practice No. 5553) having office at E - 51, (Ground Floor), Lane No. - 2, East Vinod Nagar, Mayur Vihar, Phase - II, Delhi - 110091 was appointed as the Scrutinizer for the purpose of scrutinizing Annual General Meeting (AGM) voting process i.e. Remote e-Voting and Poll at the venue of AGM, under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 by the Board of Directors of the Hindustan Everest Tools Limited at their meeting held on Monday, 12th August, 2019 on the resolutions mentioned in the Notice dated 12th August, 2019 for 56th AGM of the Members of the Company held on Monday, 30th September, 2019 at 10:30 A.M. at PHD House, Opposite Asian Games Village, Siri Fort Road, New Delhi-110016.

The Company had appointed National Securities Depository Limited (NSDL) as the service provider for remote e-Voting to the shareholders from 27.09.2019 (09:00 A.M.) to 29.09.2019 (05:00 P.M.).

At the 56th Annual General Meeting of the Company held on Monday, 30th September, 2019, the Chairman of the meeting had ordered for poll to facilitate the members present in the meeting who could not participate in the Remote e-voting to record their votes through the poll process.

After completion of Poll at the AGM at 11:15 A.M. votes cast by the members were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorisations / Proxies lodged with the Company. A detailed register was maintained containing the particulars of the shareholders who participated in Poll at AGM.

Thereafter, the Remote e-voting results were unblocked by me on 30th September, 2019 after the AGM of the company in the presence of two witnesses Mr. Govind Deora and Mr. Dushyant Gupta who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


(Govind Deora)


(Dushyant Gupta)



The consolidated result of the Remote e- Voting together with that of the Poll is as under:

RESOLUTION NO. 1

ORDINARY RESOLUTION TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Re.10/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received under Remote e-Voting	5	103	0.01
Total Votes received in Poll at the venue of AGM in physical ballot mode	25	1017323	99.99
Total Number of Invalid Votes	0	0	0.00
Total Number of Valid Votes	30	1017426	100.00
Total Number of Votes in favour of Resolution	30	1017426	100.00
Total Number of Votes against the resolution	0	0	0.00

Therefore, the Resolution No. 1 has been approved with requisite majority.

RESOLUTION NO. 2

REAPPOINTMENT OF SHRI SHRAVAN KUMAR MANDELIA (DIN: 00040532), WHO RETIRES BY ROTATION, AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Re.10/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received under Remote e-Voting	5	103	0.01
Total Votes received in Poll at the venue of AGM in physical ballot mode	*22	*1015616	99.99
Total Number of Invalid Votes	0	0	0.00
Total Number of Valid Votes	*27	*1015719	100.00
Total Number of Votes in favour of Resolution	26	1015717	99.9998
Total Number of Votes against the resolution	1	2	0.0002

**Shri Shravan Kumar Mandelia, being interested has not voted for the said resolution. The votes of Shri Balgopal Mandelia and Anant Vijay Mandelia, being interested have not been considered.*



RESOLUTION NO. 3

APPOINTMENT OF MR. AMITAV (DIN: 08240143) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Re.10/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received under Remote e-Voting	5	103	0.01
Total Votes received in Poll at the venue of AGM in physical ballot mode	25	1017323	99.99
Total Number of Invalid Votes	0	0	0.00
Total Number of Valid Votes	30	1017426	100.00
Total Number of Votes in favour of Resolution	29	1017424	99.9998
Total Number of Votes against the resolution	1	2	0.0002

Therefore, the Resolution No. 3 has been approved with requisite majority.

RESOLUTION NO. 4

APPOINTMENT OF MISS SHIFA NAGAR (DIN: 08240119) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Re.10/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received under Remote e-Voting	5	103	0.01
Total Votes received in Poll at the venue of AGM in physical ballot mode	25	1017323	99.99
Total Number of Invalid Votes	0	0	0.00
Total Number of Valid Votes	30	1017426	100.00
Total Number of Votes in favour of Resolution	29	1017424	99.9998
Total Number of Votes against the resolution	1	2	0.0002

Therefore, the Resolution No. 4 has been approved with requisite majority.



RESOLUTION NO. 5

RE-APPOINTMENT OF MR. PRADEEP JAIN (DIN: 00108240) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Re.10/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received under Remote e-Voting	5	103	0.01
Total Votes received in Poll at the venue of AGM in physical ballot mode	25	1017323	99.99
Total Number of Invalid Votes	0	0	0.00
Total Number of Valid Votes	30	1017426	100.00
Total Number of Votes in favour of Resolution	29	1017424	99.9998
Total Number of Votes against the resolution	1	2	0.0002

Therefore, the Resolution No. 5 has been approved with requisite majority.

RESOLUTION NO. 6

RE-APPOINTMENT OF SHRI SHRAVAN KUMAR MANDELIA (DIN: 00040532) AS A MANAGING DIRECTOR OF THE COMPANY AND APPROVAL OF REMUNERATION AND OTHER TERMS AND CONDITIONS OF HIS APPOINTMENT.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Re.10/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received under Remote e-Voting	5	103	0.01
Total Votes received in Poll at the venue of AGM in physical ballot mode	*22	*1015616	99.99
Total Number of Invalid Votes	0	0	0.00
Total Number of Valid Votes	*27	*1015719	100.00
Total Number of Votes in favour of Resolution	26	1015717	99.9998
Total Number of Votes against the resolution	1	2	0.0002

**Shri Shravan Kumar Mandelia, being interested has not voted for the said resolution. The votes of Shri Balgopal Mandelia and Anant Vijay Mandelia, being interested have not been considered.*

Therefore, the Resolution No. 6 has been approved with requisite majority.



RESOLUTION NO. 7

RE-APPOINTMENT OF SHRI BALGOPAL MANDELIA (DIN: 00040592) AS A MANAGING DIRECTOR OF THE COMPANY AND APPROVAL OF REMUNERATION AND OTHER TERMS AND CONDITIONS OF HIS APPOINTMENT.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Re.10/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received under Remote e-Voting	5	103	0.01
Total Votes received in Poll at the venue of AGM in physical ballot mode	*22	*1015616	99.99
Total Number of Invalid Votes	0	0	0.00
Total Number of Valid Votes	*27	*1015719	100.00
Total Number of Votes in favour of Resolution	26	1015717	99.9998
Total Number of Votes against the resolution	1	2	0.0002

**Shri Balgopal Mandelia, being interested has not voted for the said resolution. The votes of Shri Shravan Kumar Mandelia and Anant Vijay Mandelia, being interested have not been considered.*

Therefore, the Resolution No. 7 has been approved with requisite majority.

All the Resolutions stand passed under Remote e-Voting and poll with the requisite majority.


I hereby confirm that I am maintaining the registers received from the service provider both electronically and manually, in respect of the votes cast through Remote e- Voting and poll by the shareholders of the Company. I have handed over all the relevant records to the Shri Balgopal Mandelia, Managing Director of the Company, who is authorised for its safe keeping.

Thanking you

Yours Sincerely


**SCRUTINIZER
SHIV PAUL SINGH
PRACTISING COMPANY SECRETARY
FCS 5690, C. P. NO. 5553**

Date : 30.09.2019
Place : New Delhi


**Counter signed by Shri Balgopal Mandelia
Chairman of the Meeting**



SHIV PAUL SINGH

PRACTISING COMPANY SECRETARY

House No. E - 51, E - Block, Street No. - 2, East Vinod Nagar, New Delhi - 110091
PAN: AMMPS8893H, Mobile : 9711899119, E - mail : slathiacs71@yahoo.co.in

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To
THE CHAIRMAN OF THE MEETING

56TH ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF HINDUSTAN EVEREST TOOLS LIMITED HELD ON MONDAY, 30TH SEPTEMBER, 2019 AT 10:30 A.M., AT PHD HOUSE, OPPOSITE ASIAN GAMES VILLAGE, SIRI FORT ROAD, NEW DELHI-110016.

Dear Sir,

I, CS Shiv Paul Singh, Practising Company Secretary, (Holding Membership Number FCS 5690 and Certificate of Practice Number 5553), was appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 56th Annual General Meeting of the Equity Shareholders of **Hindustan Everest Tools Limited** held on 30th September, 2019 at 10:30 A.M., at PHD House, Opposite Asian Games Village, Siri Fort Road, New Delhi-110016. I submit my report as under:-

1. After the time fixed for closing of the poll by the Chairman, one 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:-

RESOLUTION NO.	1
SUBJECT	TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of Valid Votes cast
25	1017323	100.00

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of Valid Votes cast
0	0	0.00

(III) INVALID VOTES:

Total No. of Members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0.00

RESOLUTION NO.	2
SUBJECT	Reappointment of Shri Shravan Kumar Mandelia (DIN: 00040532), who retires by rotation, and being eligible, offers himself for re-appointment.
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of Valid Votes cast
22	1015616	100.00

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of Valid Votes cast
0	0	0.00



(III) INVALID VOTES:

Total No. of Members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0.00

RESOLUTION NO.	3
SUBJECT	APPOINTMENT OF MR. AMITAV (DIN: 08240143) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of Valid Votes cast
25	1017323	100.00

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of Valid Votes cast
0	0	0.00

(III) INVALID VOTES:

Total No. of Members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0.00

RESOLUTION NO.	4
SUBJECT	APPOINTMENT OF MISS SHIFA NAGAR (DIN: 08240119) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of Valid Votes cast
25	1017323	100.00

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of Valid Votes cast
0	0	0.00



(III) INVALID VOTES:

Total No. of Members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0.00

RESOLUTION NO.	5
SUBJECT	RE-APPOINTMENT OF MR. PRADEEP JAIN (DIN: 00108240) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.
TYPE OF RESOLUTION	SPECIAL RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of Valid Votes cast
25	1017323	100.00

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of Valid Votes cast
0	0	0.00

(III) INVALID VOTES:

Total No. of Members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0.00

RESOLUTION NO.	6
SUBJECT	RE-APPOINTMENT OF SHRI SHRAVAN KUMAR MANDELIA (DIN: 00040532) AS A MANAGING DIRECTOR OF THE COMPANY AND APPROVAL OF REMUNERATION AND OTHER TERMS AND CONDITIONS OF HIS APPOINTMENT.
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of Valid Votes cast
22	1015616	100.00



(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of Valid Votes cast
0	0	0.00

(III) INVALID VOTES:

Total No. of Members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0.00

RESOLUTION NO.	7
SUBJECT	RE-APPOINTMENT OF SHRI BALGOPAL MANDELIA (DIN: 00040592) AS A MANAGING DIRECTOR OF THE COMPANY AND APPROVAL OF REMUNERATION AND OTHER TERMS AND CONDITIONS OF HIS APPOINTMENT.
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of Valid Votes cast
22	1015616	100.00

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of Valid Votes cast
0	0	0.00

(III) INVALID VOTES:

Total No. of Members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0.00

5. 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 Shri Balgopal Mandelia, Managing Director of the Company, authorised by the Board for safe keeping.

Thanking you,

Yours Sincerely



(CS SHIV PAUL SINGH)
PRACTISING COMPANY SECRETARY
SCRUTINIZER
FCS 5690, C. P. No. 5553



Place : New Delhi

Date : 30th September, 2019

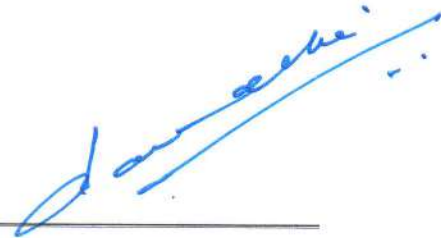
Witness -1 Mr. Govind Deora
782, Sector-31,
Faridabad (Haryana)-121003



Witness -2 Mr. Dushyant Gupta
D-95, (2nd Floor) Gali No. 4,
Laxmi Nagar,
Delhi-110092



Counter signed by Shri Balgopal Mandelia :
Chairman of the Meeting



SHIV PAUL SINGH

PRACTISING COMPANY SECRETARY

House No. E - 51, E - Block, Street No. - 2, East Vinod Nagar, New Delhi - 110091

PAN: AMMPS8893H, Mobile : 9711899119, E - mail : slathiacs71@yahoo.co.in

SCRUTINIZER'S REPORT ON REMOTE E-VOTING FOR HINDUSTAN EVEREST TOOLS LIMITED

**THE CHAIRMAN OF THE MEETING
HINDUSTAN EVEREST TOOLS LIMITED
4TH FLOOR, DOHIL CHAMBERS,
46, NEHRU PLACE,
NEW DELHI-110019**

**56TH ANNUAL GENERAL MEETING OF THE MEMBERS OF HINDUSTAN EVEREST TOOLS LIMITED
HELD ON MONDAY, THE 30TH SEPTEMBER, 2019 AT 10:30 A.M. AT PHD HOUSE, OPPOSITE
ASIAN GAMES VILLAGE, SIRI FORT ROAD, NEW DELHI-110016.**

**SUBJECT: PASSING OF RESOLUTIONS THROUGH ELECTRONIC VOTING ("REMOTE E-VOTING")
PURSUANT TO SECTION 108 OF THE COMPANIES ACT, 2013 READ WITH RULE 20 OF THE
COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AS AMENDED BY THE
COMPANIES (MANAGEMENT AND ADMINISTRATION) AMENDMENT RULES, 2015**

Dear Sir,

1. Pursuant to the resolution passed by the Board of Directors of Hindustan Everest Tools Limited (hereinafter referred to as ("the Company") on 12th August, 2019, I have been appointed as a Scrutinizer for the Remote e-Voting process as mentioned under Rule 20(4)(ix) of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015
2. The Company had 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 items of business (i.e ordinary / Special business) sought to be transacted in the 56th Annual General Meeting ("AGM") of the Company, which was held on Monday, the 30th September, 2019. National Securities Depository Limited ("NSDL") had set up Remote e-Voting facility on their website, <https://evoting.nsdl.com>. The Company had uploaded all the items of the business to be transacted on the website of the Service Provider to facilitate their shareholders to cast their vote through Remote e-Voting.
3. As on the cut-off date for the despatch of notice of AGM, there were **1905** Shareholders of the Company. The Notice of AGM along with instructions for Remote e-Voting was sent through email to **580** Shareholders whose email IDs were made available by the two depositories and for those holding in physical form to the extent it was available with the RTA and in the physical form to **1325** Shareholders.

The Notice 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(4)(iii)(A) to (C) of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015.



4. The cut-off 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 23.09.2019. The Remote e-Voting facility was kept open from 27th September, 2019 (09.00 A.M.) to 29th September, 2019 (05.00 P.M.)
5. Pursuant to Rule 20(4)(v) of Companies (Management and Administration) Amendment Rules, 2015, the Company also released an advertisement, which was published 21 days before the date of Annual General Meeting in **The Pioneer in English and in Hindi on 6th September, 2019**. The notice published in the newspaper carried the required information as specified in the Rule 20(4)(v)(a) to (h) of Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015.
6. At the end of the voting period on 29th September 2019 at 5:00 P.M. the voting portal of the service provider was blocked forthwith On 30th September, 2019 after the AGM the votes cast through Remote e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Govind Deora and Mr. Dushyant Gupta who acted as the witnesses, as prescribed in sub Rule (4)(xii) of said Rule 20 of Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015.
7. Particulars of all Votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.

As a Scrutinizer, the report of the e-voting carried by the shareholders was duly compiled, the detail of which are as follows.

1. RESOLUTION NO.1 – ORDINARY RESOLUTION TO RECEIVE, TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Re.10/- each. (Votes)	% age of the total votes received	% age of paid - up equity share capital of the Company
Total Votes received by electronic mode	5	103	100.00	0.0006
Total Number of Invalid Votes	N.A.	N.A.	N.A.	N.A.
Total Number of Votes in favour of Resolution	5	103	100.00	0.0006
Total Number of Votes against the resolution	0	0	0.00	0.00



2. RESOLUTION NO.2 – ORDINARY RESOLUTION FOR RE-APPOINTMENT OF SHRI SHRAVAN KUMAR MANDELIA (DIN: 00040532), WHO RETIRES BY ROTATION, AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Re.10/- each. (Votes)	% age of the total votes received	% age of paid - up equity share capital of the Company
Total Votes received by electronic mode	5	103	100.00	0.0006
Total Number of Invalid Votes	N.A.	N.A.	N.A.	N.A.
Total Number of Votes in favour of Resolution	4	101	98.06	0.0006
Total Number of Votes against the resolution	1	2	1.94	0.0001

3. RESOLUTION NO.3 – ORDINARY RESOLUTION FOR APPOINTMENT OF MR. AMITAV (DIN: 08240143) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Re.10/- each. (Votes)	% age of the total votes received	% age of paid - up equity share capital of the Company
Total Votes received by electronic mode	5	103	100.00	0.0006
Total Number of Invalid Votes	N.A.	N.A.	N.A.	N.A.
Total Number of Votes in favour of Resolution	4	101	98.06	0.0006
Total Number of Votes against the resolution	1	2	1.94	0.0001

4. RESOLUTION NO.4 – ORDINARY RESOLUTION FOR APPOINTMENT OF MISS SHIFA NAGAR (DIN: 08240119) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Re.10/- each. (Votes)	% age of the total votes received	% age of paid - up equity share capital of the Company
Total Votes received by electronic mode	5	103	100.00	0.0006
Total Number of Invalid Votes	N.A.	N.A.	N.A.	N.A.
Total Number of Votes in favour of Resolution	4	101	98.06	0.0006
Total Number of Votes against the resolution	1	2	1.94	0.0001



5. RESOLUTION NO.5 – SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. PRADEEP JAIN (DIN: 00108240) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Re.10/- each. (Votes)	% age of the total votes received	% age of paid - up equity share capital of the Company
Total Votes received by electronic mode	5	103	100.00	0.0006
Total Number of Invalid Votes	N.A.	N.A.	N.A.	N.A.
Total Number of Votes in favour of Resolution	4	101	98.06	0.0006
Total Number of Votes against the resolution	1	2	1.94	0.0001

6. RESOLUTION NO.6 – ORDINARY RESOLUTION RE-APPOINTMENT OF SHRI SHRAVAN KUMAR MANDELIA (DIN: 00040532) AS A MANAGING DIRECTOR OF THE COMPANY AND APPROVAL OF REMUNERATION AND OTHER TERMS AND CONDITIONS OF HIS APPOINTMENT.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Re.10/- each. (Votes)	% age of the total votes received	% age of paid - up equity share capital of the Company
Total Votes received by electronic mode	5	103	100.00	0.0006
Total Number of Invalid Votes	N.A.	N.A.	N.A.	N.A.
Total Number of Votes in favour of Resolution	4	101	98.06	0.0006
Total Number of Votes against the resolution	1	2	1.94	0.0001

7. RESOLUTION NO.7 – ORDINARY RESOLUTION RE-APPOINTMENT OF SHRI BALGOPAL MANDELIA (DIN: 00040592) AS A MANAGING DIRECTOR OF THE COMPANY AND APPROVAL OF REMUNERATION AND OTHER TERMS AND CONDITIONS OF HIS APPOINTMENT.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Re.10/- each. (Votes)	% age of the total votes received	% age of paid - up equity share capital of the Company
Total Votes received by electronic mode	5	103	100.00	0.0006
Total Number of Invalid Votes	N.A.	N.A.	N.A.	N.A.
Total Number of Votes in favour of Resolution	4	101	98.06	0.0006
Total Number of Votes against the resolution	1	2	1.94	0.0001

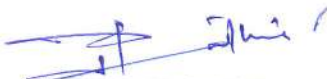


All the resolutions contained in the notice dated 12th August, 2019 calling 56th AGM of the Company stand passed under Remote e-voting process with requisite majority.

I hereby confirm that I am maintaining the registers received from the service provider both electronically and manually in respect of the votes cast through Remote e-voting by the shareholders of the Company. I have handed over these records to Shri Balgopal Mandelia, Managing Director of the Company, authorised by the Board for its safe keeping.

Thanking you,

Yours Sincerely



SHIV PAUL SINGH
PRACTISING COMPANY SECRETARY
SCRUTINIZER
FCS – 5690, C. P. NO. 5553



Place : New Delhi

Dated : 30th September, 2019

WITNESS :

1. : Mr. Govind Deora
782, Sector-31
Faridabad (Haryana) - 121003



2. : Mr. Dushyant Gupta
D-95, (2nd Floor), Gali No. 4,
Laxmi Nagar,
Delhi-110092



Counter signed by Shri Balgopal Mandelia
Chairman of the Meeting

