

HETL/ 09/2018
September 29, 2018

**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 29/09/2018.**

Dear Sir,

Please find here under summary of proceedings of 55th 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 55TH ANNUAL GENERAL MEETING

The 55th Annual General Meeting of the members of Hindustan Everest Tools Limited (the company) was held on Saturday, September 29, 2018 at 10:00 A.M. at "PHD House" Opposite Asian Games Village, Siri Fort Road, New Delhi-110016, India.

Directors Present:

Mr. Shravan Kumar Mandelia	Managing Director
Mr. Balgopal Mandelia	Managing Director
Mr. Ambarish Raj	Independent Director & chairman of Audit and Nomination and Remuneration Committee.
Mr. Saurabh Parasramka	Director

In attendance

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

Members Present

In person – 47 representing 906306 shares

By Proxy - 3 representing 179990 shares



Mr. Shravan Kumar 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. 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, 2018, 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.

Mr. Shravan Kumar Mandelia, Chairman of the Annual General Meeting read out and explained the qualifications contained in Secretarial Auditors Report and Auditor's Report.

The Chairman further informed the shareholders that e-voting facility has been provided to all Members to vote electronically 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:-

- (1) Adopted audited Financial Statements of the company for the financial year ended on March 31, 2018 and reports of the Board of Directors and the Auditors thereon (Ordinary Resolution)
- (2) Reappointment of Mr. Saurabh Parasramka (DIN: 00935199), as Director, who liable to retire by rotation and being eligible has offered himself for re-appointment (Ordinary Resolution)

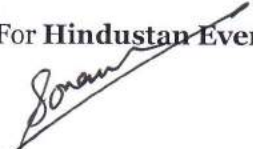
The Chairman informed the shareholders that Mr. Shiv Paul Singh, Practicing Company Secretary has been appointed as scrutinizer for the Poll at this meeting and to report on the combined voting results of e-voting and the Poll for each of the items as per the notice of the AGM. The scrutinizers' report 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 29/09/2018 is attached herewith.

This is for your necessary information and record.

Thanking you,

Yours 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: AMMP58893H, 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
55TH 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 55TH ANNUAL GENERAL MEETING OF HINDUSTAN EVEREST TOOLS LIMITED ("THE COMPANY") HELD ON SATURDAY, THE 29TH DAY OF SEPTEMBER, 2018 AT 10:00 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 Friday, 10th August, 2018 on the resolutions mentioned in the Notice dated 10th August, 2018 for 55th AGM of the Members of the Company held on Saturday, 29th September, 2018 at 10:00 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 26.09.2018 (09:00 A.M.) to 28.09.2018 (05:00 P.M.).

At the 55th Annual General Meeting of the Company held on Saturday, 29th September, 2018, 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 10:35 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 29th September, 2018 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)
Witness - 1



(Dushyant Gupta)
Witness - 2



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 ON 31ST MARCH, 2018, 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	7	69443	6.39
Total Votes received in Poll at the venue of AGM in physical ballot mode	33	1016557	93.61
Total Number of Invalid Votes	3	3	0.00
Total Number of Valid Votes	37	1085997	100.00
Total Number of Votes in favour of Resolution	37	1085997	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

ORDINARY RESOLUTION FOR APPOINTMENT OF A DIRECTOR IN PLACE OF SHRI SAURABH KUMAR (DIN: 00935199). DIRECTOR WHO RETIRES BY ROTATION AND BEING ELIGIBLE HAS OFFERED 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	7	69443	6.39
Total Votes received in Poll at the venue of AGM in physical ballot mode	33	1016557	93.61
Total Number of Invalid Votes	3	3	0.00
Total Number of Valid Votes	37	1085997	100.00
Total Number of Votes in favour of Resolution	37	1085997	100.00
Total Number of Votes against the resolution	0	0	0.00

Therefore, the Resolution No. 2 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 Shravan Kumar Mandelia, Managing Director of the Company, who is authorised for its safe keeping.

Thanking you

Yours Sincerely

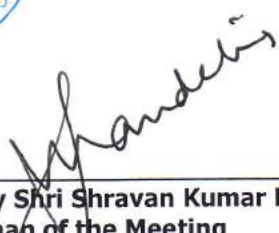


**SCRUTINIZER
SHIV PAUL SINGH
PRACTISING COMPANY SECRETARY
C. P. NO. 5553**

Date : 29.09.2018

Place : New Delhi




Counter signed by Shri Shravan Kumar 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: AMMP58893H, 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

55TH ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF HINDUSTAN EVEREST TOOLS LIMITED HELD ON SATURDAY, 29TH SEPTEMBER, 2018 AT 10:00 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 55th Annual General Meeting of the Equity Shareholders of **Hindustan Everest Tools Limited** held on 29th September, 2018 at 10:00 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 ON 31 ST MARCH, 2018, THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.
TYPE OF RESOLUTION	ORDINARY RESOLUTION



Handwritten signatures in blue ink.

(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
30	1016554	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
3	3

RESOLUTION NO.	2
SUBJECT	APPOINTMENT OF SHRI. SAURABH KUMAR PARASRAMKA (DIN: 00935199) DIRECTOR WHO RETIRES BY ROTATION AND BEING ELIGIBLE HAS OFFERED 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
30	1016554	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
3	3



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 Shravan Kumar 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
C. P. No. 5553



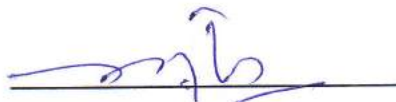
Place : New Delhi

Date : 29th September, 2018

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 Shravan Kumar 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**

**55TH ANNUAL GENERAL MEETING OF THE MEMBERS OF HINDUSTAN EVEREST TOOLS LIMITED
HELD ON SATURDAY, THE 29TH SEPTEMBER, 2018 AT 10:00 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 10th August, 2018, 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 business) sought to be transacted in the 55th Annual General Meeting ("AGM") of the Company, which was held on Saturday, the 29th September, 2018. 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 **1892** Shareholders of the Company. The Notice of AGM along with instructions for Remote e-Voting was sent through email to **521** 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 **1371** 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 21.09.2018. The Remote e-Voting facility was kept open from 26th September, 2018 (09.00 A.M.) to 28th September, 2018 (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 5th September, 2018**. 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 28th September 2018 at 5:00 P.M. the voting portal of the service provider was blocked forthwith. On 29th September, 2018 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.

RESOLUTION NO.1 – ORDINARY RESOLUTION TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINACIAL YEAR ENDED ON 31ST MARCH, 2018, 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	7	69443	100.00	4.32
Total Number of Invalid Votes	N.A.	N.A.	N.A.	N.A.
Total Number of Votes in favour of Resolution	7	69443	100.00	4.32
Total Number of Votes against the resolution	0	0	0.00	0.00

RESOLUTION NO.2 – ORDINARY RESOLUTION FOR APPOINTMENT OF MR. SAURABH KUMAR PARASRAMKA WHO RETIRES BY ROTATION AND BEING ELIGIBLE HAS OFFERED 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	7	69443	100.00	4.32
Total Number of Invalid Votes	N.A.	N.A.	N.A.	N.A.
Total Number of Votes in favour of Resolution	7	69443	100.00	4.32
Total Number of Votes against the resolution	0	0	0.00	0.00



All the resolutions contained in the notice dated 10th August, 2018 calling 55th 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 Shravan Kumar 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
C. P. NO. 5553



Place : New Delhi

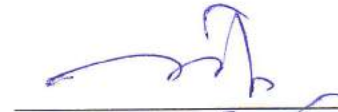
Dated : 29th September, 2018

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 Shravan Kumar Mandelia
Chairman of the Meeting

