

KEYNOTE

Ref# HETL/Let-SEBI & SE/Am(15)

December 28, 2020

BSE Ltd.

Corporate Relation Department
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

Dear Sir,

Reg.: Open Offer to the Public Equity Shareholders of Hindustan Everest Tools Limited (“Target Company”) [Scrip Code: 505725]

This is with reference to the captioned subject. In terms of Regulation 26(7) of SEBI (SAST) Regulations, 2011 a meeting of Committee of Independent Directors was held on December 24, 2020 to provide a reasoned recommendation on the Open Offer to the public equity shareholders of the Target Company.

We wish to inform you that “**Recommendation of the Committee of Independent Directors (IDC) on the Open Offer**” in terms of Regulation 26(7) of SEBI (SAST) Regulations, 2011, has been published in Financial Express (English National Daily), Jansatta (Hindi National Daily and Regional Language Daily at the place of the registered office of the Target Company), Mumbai Lakshdeep – (Regional Language Daily at the place of Stock Exchange where the maximum volume of trading in equity shares of Target Company are recorded). We are attaching herewith a copy of IDC as published in the newspapers in terms of Regulation 26(7) of the SEBI (SAST) Regulations, 2011.

Further, it may be kindly noted that in the Letter of Offer, the Offer Closing Date was inadvertently mentioned as Friday, January 15, 2021 instead of Thursday, January 14, 2021.

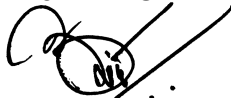
The Acquirer has issued a corrigendum to the Letter of Offer on December 25, 2020 in the same newspapers in which the DPS was published conveying the rectification in the activity schedule. We are attaching the corrigendum for your records.

A separate communication has also been sent on December 28, 2020 by the Registrar to the Offer to all the shareholders through email whose email ids were available and by post, at their registered address, to the shareholders whose email ids were not available.

Should you require any further information we shall be pleased to furnish the same.

Thanking you and assuring you of our best co-operation at all times.

Yours Sincerely,
For **KEYNOTE FINANCIAL SERVICES LIMITED**



Uday S. Patil
Director – Investment Banking
Encl.: a/a

Keynote Financial Services Limited

(formerly Keynote Corporate Services Limited)

The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (W), Mumbai – 400028

• Tel.: 91-22-6826 6000 • Fax: +91-22-6826 6088 • Website: www.keynoteindia.net

CIN: L67120MH1993PLC072407

HINDUSTAN EVEREST TOOLS LIMITED

CIN No. L74899DL1962PLC003634

Registered Office: Dohil Chambers, 46, Nehru Place, New Delhi 110019. Ph. No.: 011-46579476

Website: www.everesttools.com, Email: admin@everesttools.com

Recommendation of the Committee of Independent Directors (IDC) on the Open Offer to the Shareholders of Hindustan Everest Tools Limited (the "Target Company" or "TC") under Regulation 26(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1. Date	December 24, 2020
2. Name of the Target Company ("TC")	Hindustan Everest Tools Limited
3. Details of the Offer pertaining to TC	Open offer for the acquisition of up to 4,17,872 fully paid-up Equity Shares having a face value of ₹ 10/- each at a price of ₹ 97/- per Equity Shares ('Offer Price'), representing 26% of total fully paid up equity share capital ("Voting Share Capital") (as defined in the Letter of Offer dated December 17, 2020) to all the Public shareholders of the Target Company by Acquirer and PACs ("Offer" or "Open Offer") in terms of Regulation 3(1), 4, 5(1) & 5(2) read with Regulation 16 (1) of SEBI (SAST) Regulations. The Public Announcement dated October 24, 2020 (the "PA"), Detailed Public Statement published on November 02, 2020 (the "DPS"), Draft Letter of Offer dated November 09, 2020 (the "DLOF"), Letter of Offer dated December 17, 2020 (the "LOF") has been issued by the Manager to the Open Offer on behalf of the Acquirer and PACs.
4. Name(s) of the Acquirer and PACs with the Acquirer	Algoquant Financials LLP ("Acquirer") together with Mr. Dhruv Gupta ("PAC1") and Mr. Devansh Gupta ("PAC2") (collectively referred to as "PACs")
5. Name of the Manager to the Offer	Keynote Financial Services Limited (formerly Keynote Corporate Services Limited) The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400028; Tel: +91-22- 6826 6000-3; Fax: +91-22- 6826 6088; E-mail: mbd@keynoteindia.net; Contact Person: Mr. Akhil Mohod; Website: www.keynoteindia.net
6. Members of the Committee of Independent Directors (Please indicate the chairperson of the Committee separately)	1. Mr. Amitav (Chairperson) 2. Mr. Pradeep Jain 3. Ms. Shifa Nagar
7. IDC Member's relationship with the TC (Director, Equity shares owned, any other contract / relationship), if any	1.IDC Members are Independent and Non-Executive Directors of the TC. 2.They do not hold any equity shares in the TC. 3.None of the IDC members have any relationship with the TC.
8. Trading in the Equity shares/other securities of the TC by IDC Members	None of the IDC Members have traded in Equity Shares/ other securities of the TC.
9. IDC Member's relationship with the acquirer (Director, Equity shares owned, any other contract / relationship), if any.	None of the Members of IDC have any contracts/ relationship with the Acquirer or the PACs.
10. Trading in the Equity shares/other securities of the Acquirer by IDC Members	Not Applicable
11. Recommendation on the Open offer, as to whether the offer is fair and reasonable	The IDC is of the opinion that the Offer Price of ₹97/- offered by the Acquirer and the PACs is in accordance with the regulations prescribed under the SEBI (SAST) Regulations and is fair and reasonable.
12. Summary of reasons for recommendation	The IDC has perused the PA, DPS and LOF issued on behalf of the Acquirer. The members of IDC considered the following facts: a) the volume-weighted average market price of shares for a period of sixty trading days immediately preceding the date of the public announcement i.e. October 24, 2020 as traded on BSE Limited of the TC is ₹ 81.94/-; b) Acquirer and PACs have made an open offer pursuant to the signing of the Share Purchase Agreement with the Promoters of the Target Company namely - Shri Shravan Kumar Mandelia and Shri Balgopal Mandelia to indirectly acquire their shares of the TC at a price of ₹ 95/- each; c) the Fair Value of the Equity Shares of TC, as arrived by SCV & Co. LLP, Chartered Accountant ('Valuer') vide their valuation report dated October 24, 2020 is ₹ 96.80/-. Based on the above facts and review of the PA, DPS and LOF, the IDC is of the opinion that the Offer Price of ₹ 97/- offered by the Acquirer and the PACs: (a) is in accordance with the regulations prescribed under the SEBI (SAST) Regulations; and (b) is fair and reasonable. The shareholders of the Target Company are advised to independently evaluate the Open Offer and take an informed decision about tendering the Equity Shares held by them in the Open Offer.
13. Details of Independent Advisors, if any.	There were no independent advisors appointed.
14. Any other matter(s) to be highlighted	None

"To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by the TC under the SEBI (SAST) Regulations."

For Hindustan Everest Tools Limited

Sd/-

Amitav

Chairman of Committee of Independent Director

Place : New Delhi

Date : December 24, 2020

Size: 12x21 cm

CORRIGENDUM TO THE LETTER OF OFFER (“CORRIGENDUM”) of Hindustan Everest Tools Limited (the “Target Company”)

The Letter of Offer dated December 17, 2020 (“LOO”) has been dispatched/ emailed to the Public Shareholders whose names appeared on the register of members as on the identified date i.e. Thursday, December 17, 2020.

THE PUBLIC SHAREHOLDERS ARE REQUESTED TO NOTE THAT THE LAST DATE OF EXPIRY OF TENDERING PERIOD SHALL BE READ AS THURSDAY, JANUARY 14, 2021 AND NOT FRIDAY, JANUARY 15, 2021 WHICH HAS BEEN INADVERTENTLY MENTIONED IN THE LOO.

The Offer Closing Date shall be read as Thursday, January 14, 2021 wherever it has appeared in the LOO.

The revised activity schedule considering the revised Offer Closing Date will be as follows:

Activity	Day and Date
Date of commencement of Tendering Period (Offer Opening Date)	Friday, January 1, 2021
Date of Expiry of Tendering Period (Offer Closing Date)	Thursday, January 14, 2021
Last Date for completion of all requirements including payment of consideration	Friday, January 29, 2021
Last date for publication of post-offer Public Announcement	Friday, February 5, 2021

For and on behalf of Algoquant Financials LLP (Acquirer)

Sd/-

Dhruv Gupta

Designated Partner/ PAC1

Sd/-

Devansh Gupta

Designated Partner/ PAC2

Date : December 24, 2020

Place : Delhi