

**Hindustan  
Everest Tools  
Limited**



Ref:HET/SECY/04/2017/445  
Dated 19.04.2017

Dohil Chambers, 46 Nehru Place  
New Delhi-110 019 (INDIA)  
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E-mail : ho@everesttools.com  
CIN : L74899DL1962PLC003634

Bombay Stock Exchange Limited,  
Floor 25,P.J.Tower,  
Dalal Street,  
Mumbai-400001.

**Sub Compliance under Regulation 30 of the SEBI( LODR) Regulations 2015**

Dear Sirs,

Please find attached scanned copy of Minutes of the Proceedings Relating to Declaration of Results on 11<sup>th</sup> April,2017 of Voting Conducted through Postal Ballot ( Including E-Voting) vide Notice dated February 20,2017.

This is for your information and records.

Thanking you,

Yours faithfully,  
For Hindustan Everest Tools Ltd.

(GOVIND DEORA)  
COMPANY SECRETARY

Encl as above

**HINDUSTAN EVEREST TOOLS LIMITED, NEW DELHI**

**MINUTES OF THE PROCEEDINGS RELATING TO DECLARATION OF RESULTS ON 11<sup>TH</sup>  
APRIL, 2017 OF VOTING CONDUCTED THROUGH POSTAL BALLOT (INCLUDING E-VOTING)  
VIDE NOTOCE DATED FEBRUARY 20, 2017**

VENUE: - Registered office of the company at 4<sup>th</sup> Floor, Dohil chambers, 46, Nehru Place,  
New Delhi-110019 at 11:00 AM

PRESENT:-

Mr. Shravan Kumar Mandelia	Managing Director & member
Mr. Balgopal Mandelia	Managing Director & member
Mr. Govind Deora	Company Secretary & member
Mr. Baldev Singh Kasthwal	Scrutinizer & Practising Company Secretary
Mr. N.K. Singhal, Mr. Harish Kapur , Mr. P.K. Kumra and Mr. Deepak Gupta	Members

Shri Shravan Kumar Mandelia took the chair and welcomed the members to the announcement of the results of the postal ballot exercise carried out by the company.

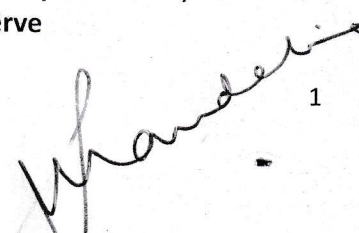
The chairman stated that company had dispatched the Notice of Postal Ballot dated 20/02/2017 on 3<sup>rd</sup> and 4<sup>th</sup> of March 2017 to all the 1895 shareholders whose name appeared in the list of members on record date 24/02/2017 under section 110 of the Companies Act 2013 read with rules of the Companies (Management and Administration) Rules 2014 through courier by the company and e-mails by NSDL to whom company had engaged for the purpose of E-voting.

The Company had appointed Mr. Baldev Singh Kasthwal, Practising Company Secretary as Scrutinizer for conducting the Postal Ballot as well as E-Voting process in a fair and transparent manner. As per report of scrutinizer no mutilated postal Ballot Forms were found and all postal ballot forms received up to 5:00 PM on 8<sup>th</sup> April 2017 were considered for scrutiny and votes through e-voting up to 5:00 PM on 8<sup>th</sup> April 2017 were downloaded from the NSDL website and unblocked.

Based on the analysis of the valid votes, the scrutinizer submitted his consolidated report dated 10<sup>th</sup> April 2017 to the Shri Shravan Kumar Mandelia, chairman for the purposes of the postal ballot procedure. The said report states that all the resolutions as set out in the Postal Ballot Notice dated 20/02/2017 had been passed with requisite majority.

The details of the voting on all resolutions as per scrutinizer's report are as under

1. **Special Resolution under Section 180(1) (c) of the Companies Act, 2013 for borrowing in excess of paid-up shares capital and free reserve**

  
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“RESOLVED THAT pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Meetings of Board and its Powers) Rules, 2014 and other Rules, Regulations, Notifications and Circulars issued including any statutory modification or re-enactment thereof for the time being in force the consent of shareholders be and hereby accorded to Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any committee thereof for the time being exercising the powers conferred on the Board) to borrow at any time any sum or sums of money which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company and its free reserves, this is to say, reserves not set apart for any specific purposes provided, however, that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs. 20,00,00,000/- (Rupees Twenty Crores only).”

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to negotiate and decide from time to time, terms and conditions, execute necessary documents, papers, agreements etc. for borrowings to be made and to do all such acts, deeds and things and to give such directions as may be necessary or expedient as the Board in its absolute discretion, may deem fit and its decision shall be final and binding and to settle any question, difficulty that may arise in this regard and to delegate all or any of these powers to any Committee of Directors or Director or officer of the Company or any other person.”

**The Results as per scrutinizers report was as under:-**

<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>	<i>10</i>	<i>73006</i>	<i>N.A.</i>
<i>Total Votes received through physical postal ballot mode</i>	<i>11</i>	<i>1018022</i>	<i>N.A.</i>
<i>Total Number of Invalid Votes</i>	<i>NIL</i>	<i>NIL</i>	<i>N.A.</i>

*Handwritten signature*

Total Number of Valid Votes	21	1091028	100%
Total Number of Votes against the resolution	1	2	0.0002%
Total Number of Votes in favour of Resolution	20	1091026	99.9998%

**2. Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of charge and /or mortgage in respect of borrowing in excess of paid-up shares capital and free reserve**

**“RESOLVED THAT** pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the consent of shareholders be and hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any committee thereof for the time being exercising the powers conferred on the Board) subject to approval of UCO Bank, existing lender and charge holder of the company, if required, to create mortgages/ charges/ hypothecation and/ or other encumbrances on all or any part of the immovable and/ or movable properties, current and/ or fixed assets, tangible or intangible assets, book debts and/ or claims of the Company wheresoever’s situated, present and future and in case of immovable and/ or movable properties, current and/ or fixed assets, tangible or intangible assets, book debts and/ or claims of the Company on which such mortgages/ charges/ hypothecation and/ or other encumbrances has already being created pursuant to all previous shareholders approval, the Board be and hereby also authorised to create mortgages/ charges/ hypothecation and/ or other encumbrances on all above mentioned properties in addition to the existing mortgages, charges, hypothecation and other encumbrances, and such subsequent , charges, hypothecation and other encumbrances, to rank first, pari-passu with or second, subsequent, subservient and subordinate to all mortgages, charges, hypothecations and other encumbrances created/ to be created by the Company in favour of the Banks, Financial institutions any other lender to secure the amount borrowed by the company from time to time for the payments of Principal together with interest, charges, cost expenses and all other monies payable by the company in respect of such borrowings provided that maximum extent of the indebtedness( apart from temporary loans obtained or to be obtained from Company’s bankers in the ordinary course of business ) secured by the properties of the company does not exceed Rs 20,00,00,000/- ( Rupees Twenty Crores only) “

*Handwritten signature*

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and hereby authorized to do all such acts, deeds and things including obtaining No Objection Certificate (NOC), if required, from the existing charge holder and to give such directions as may be necessary or expedient as the Board in its absolute discretion, may deem fit and its decision shall be final and binding and to settle any question, difficulty that may arise in this regard and to delegate all or any of these powers to any Committee of Directors or Director or officer of the Company or any other person.”

**The Results as per scrutinizers report was as under:-**

<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	0.0002%
<i>Total Number of Votes in favour of Resolution</i>	20	1091026	99.9998%

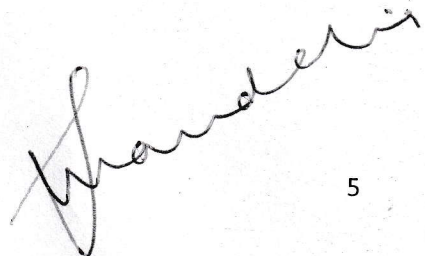
3. Special Resolution under Section 180(1) (a) of the Companies Act 2013 for sale of substantial Assets of the company

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**“RESOLVED THAT**, pursuant to the provisions of Section 180(1)(a) and Section 110 read with the Companies (Management and Administration) Rules,2014, and subject to other applicable provisions, if any, of the Companies Act,2013,(including any statutory modification or re-enactment thereof for the time being in force),the provisions of the Memorandum and Articles of Association of the Company, the provisions of the SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 entered into by the Company with the Stock Exchanges where the shares of the company are listed, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company(hereinafter referred as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution) subject to approval or permission from UCO Bank, existing lender and charge holder of the company, if required, ,to sell/transfer/dispose off its manufacturing Unit situated at village Jatheri, Sonapat (Haryana)(“Undertaking”), together with all specified tangible and intangible assets, including land, building, plant and machinery and other assets in relation to the Undertaking as a going concern/on a slump sale basis on an “as is where is” basis or to sell/transfer/dispose off the assets of the company whether movable or immovable on stand along basis or in any other manner at such price payable in cash and/or securities and/or otherwise for such consideration as may be decided by the Board of Directors of the Company based on the report of an Independent Valuer, on such terms and conditions and with such modifications as my be required by any of the concerned authorities or as the Board of Directors (which shall include a Committee of Board of Directors that may be empowered or constituted for this purpose) of the Company may deem fit and appropriate in the interest of the Company to any prospective buyer on such an amount and terms and condition as may be deemed fit by the Board.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to Analyze and execute necessary documents including but not limited to Agreements, deeds of assignment/conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.

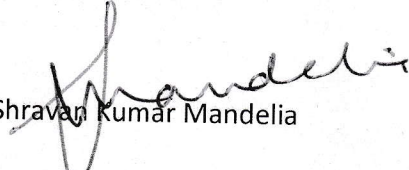
**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments”.

A handwritten signature in cursive script, appearing to read 'Wanderer', is written in black ink at the bottom right of the page.

**The Results as per scrutinizers report was as under:-**

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.
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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	0.0002%
Total Number of Votes in favour of Resolution	20	1091026	99.9998%

The Chairman noted the results of voting as above and it was declared and recorded that all the Special Resolutions as set out in the Notice of Postal Ballot dated February 20, 2017 were duly passed on April 11, 2017 with requisite majority.

  
Shраван कुमार मण्डेली  
19/04/2017

