



# HINDUSTAN EVEREST TOOLS LTD.

## 53RD ANNUAL REPORT 2015-16

### **Board of Directors**

Shri Balgopal Mandelia, Chairman & Mg. Director  
Shri Shravan Kumar Mandelia, Managing Director  
Shri Pradeep Jain  
Shri Ambarish Raj  
Shri Lokesh Sood  
Shri Saurabh Parasramka

### **Chief Finance Officer**

Shri V.K Khanna

### **Company Secretary**

Shri Govind Deora

### **AUDITORS**

Singhi & Co,  
Chartered Accountants,  
402-403, Pragati House  
44-45, Nehru Place  
New Delhi - 110 019

### **BANKERS**

UCO Bank,  
Punjab National Bank  
HDFC Bank  
State Bank Of India

### **REGISTERED OFFICE**

Dohil Chambers,  
46, Nehru Place,  
New Delhi-110 019  
Ph. : 91-11-46692600 Fax : 011-41606788  
Email : ho@everesttools.com  
CIN : L74899 DL1962 PLC003634  
Website : <http://www.everesttools.com>

### **WORKS**

Village Jatheri,  
Distt. Sonapat,  
Haryana

### **SHARES LISTED AT**

Bombay Stock Exchange

### **REGISTAR & TRANSFR AGENT LINK INTIME INDIA PVT. LTD.**

44 Community Centre,  
2nd Floor  
Naraina Industrial Area, Phase-I, Near PVR Naraina  
New Delhi- 110 028  
Ph. : 41410592 Fax : 41410591  
Email : [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in)



## HINDUSTAN EVEREST TOOLS LIMITED

(CIN : L74899DL1962PLC003634)

Registered Office: Dohil Chambers, 46, Nehru Place, New Delhi 110 019

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

Phone: 011-46692600, Fax: 011-41606788

### NOTICE

**NOTICE IS HEREBY GIVEN THAT THE FIFTY THIRD ANNUAL GENERAL MEETING OF HINDUSTAN EVEREST TOOLS LIMITED** will be held at "PHD House" opposite Asian Games Village, Siri Fort Road, New Delhi 110016 on Thursday, 29th September, 2016 at 11:00 A.M. to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet for the year ended 31st March, 2016 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Shravan Kumar Mandelia (Din 00040532), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint statutory Auditors of the Company and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:-  
"RESOLVED THAT pursuant to the provisions of section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the appointment of M/s Singhi & Company Chartered Accountants, (Firm Registration No. 302049E) for continuance as Auditors for financial year 2016-17 be and hereby ratified by the members of the Company at such remuneration including Service Tax and out of pocket expenses to be fixed by the Board of Directors of the Company in consultation with the Auditors."

#### SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:  
"RESOLVED that pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Saurabh Parasramka (holding DIN 00935199) who was appointed as an additional Director( non- executive) of the Company w.e.f 19/08/2016 by the Board of Directors on the recommendation of Nomination and Remuneration committee and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a member signifying his attention to propose Mr. Saurabh Parasramka as a candidate for the office of Director of the Company and Mr. Saurabh Parasramka as recommended by the Nomination and Remuneration Committee of the Board and Board of Directors be and is hereby appointed as an Director of the Company subject to retire by rotation."

By Order of the Board

Date : 19th August, 2016

Place : New Delhi

sd/-

Govind Deora

Company Secretary

Membership No. F8585

#### IMPORTANT NOTES:

1. The Register of Members and the Share Transfer books of the Company will remain closed from Wednesday, 21st September, 2016 to Thursday, 29th September, 2016 (both days inclusive) for annual closing.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.



3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.  
The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be accompanied with a duly certified copy of the. Resolution.
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
5. Pursuant to Section 124 of the Companies Act, 2013, dividend which remain unclaimed for a period of 7 years will be transferred by the Company to the Investor Education and Protection Fund established by the Central government. However please note that company have not declared any dividend for the financial year 1999-2000 onwards.
6.
  - (a) Members holding shares in physical form are requested to notify/inform any change in their address/e-mail/mandate/bank details to the Registrar and Transfer Agent (RTA) of the Company M/s. Link Intime India Pvt. Limited 44, Community Centre, 2nd Floor, Naraina Industrial area, Phase-II, Near PVR Naraina, New Delhi-110028, Phone No. 41410592, Fax : 41410591, E-Mail : delhi@linkintime.Co.in and Company's E-mail: admin@everesttools.com
  - b) Members holding shares in the dematerialized form are requested to notify all changes with respect to their address, mandate and bank details to their Depository Participant.
  - c) Shareholders are also requested to quote their Folio No./DP ID-Client Id and details of shares held in physical/demat mode, E-mail ids and Telephone/Fax numbers for prompt reply to their communications.
  - d) All corporate members are requested to communicate their Corporate Identification number to either company or RTA of the company.
7. Members may also note that the Notice of the 53rd Annual General Meeting and the Annual Report will also be available on the Company's website :-[www.everesttools.com](http://www.everesttools.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: admin@everesttools.com.
8. **Voting through electronic means**
- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 53rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL). Shareholders of the company holding shares either physical form or dematerialized form, as on record date, i.e. 22nd September, 2016, are eligible to cast their vote.  
**The instructions for e-voting are as under:**
  - (i) The Notice of 53rd Annual General Meeting of the Company inter alia indicating the process and the manner of e-voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members, Login Id and initial password is mentioned in the attendance slip attached to the Notice of AGM as below:-
 

EVEN (E Voting Event Number)	USER ID	PASSWORD
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  - (ii) NSDL shall be sending the USER ID and Password, to those Members who shareholding is in dematerialized format and whose email address are registered with the Company/Depository Participant(s)



## HINDUSTAN EVEREST TOOLS LTD.

for members who have not registered their email address can use the details as provided above.

- (iii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
  - (iv) Click on Shareholder - Login
  - (v) Enter the login credential i.e. User ID and password mentioned in the attendance slip attached with the notice of the annual general meeting .
  - (vi) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vii) Home page of e-voting opens. Click on e-voting to activate voting cycle.
  - (viii) Select "EVEN" of Hindustan Everest Tools Limited.
  - (ix) Now you are ready for e-voting as Cast Vote page opens.
  - (x) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (xi) Upon confirmation, the message "Vote cast successfully" will be displayed
  - (xii) Once you have voted on the resolution, you will not be allowed to modify your vote
  - (xiii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [schughpcs@gmail.com](mailto:schughpcs@gmail.com) or [admin@everesttools.com](mailto:admin@everesttools.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
  - IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - V. The e-voting period commences on 26th September, 2016 (9:00 am) and ends on 28th September 2016 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
  - VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 22nd September, 2016.
  - VII. Mr. Sanjay Chugh , Practicing Company Secretary (CP No. 3073) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - VIII. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website : [www.everesttools.com](http://www.everesttools.com) and on the website of NSDL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.
  9. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.



## **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

Mr. Saurabh Parasramka was appointed as a Additional Director of the Company w.e.f 19/08/2016 by the Board of Directors of the Company. Now he is being appointed as Non Executive Director liable to retire by rotation on the recommendation of the Nomination and Remuneration Committee .

The Company has also received notices in writing from members proposing the candidature of the said Director of the Company at the ensuing Annual General Meeting. In the opinion of the Board he is person of integrity and possess the relevant expertise and experience.

The Directors recommend adoption of the resolution at item Nos. 4 of the Notice by the members.

None of the Directors or their relatives and key managerial personnel or their relatives, except Mr. Saurabh Parasramka is concerned with or interested in the Resolution set out at the Item No 4 of the Notice.

In compliance with the provisions of Section 149 read with the Schedule IV of the Act, the appointment of Mr. Saurabh Parasramka as Director is now being placed before the Members for their approval.

By Order of the Board

Sd/-  
Govind Deora  
Company Secretary  
Membership No.FCS 8585

Date : 19th, August 2016  
Place : New Delhi



# HINDUSTAN EVEREST TOOLS LTD.

## DIRECTORS' REPORT

Dear Shareholders,

Your Directors present the 53rd Annual Report together with Audited Annual Accounts of the Company for the year ended 31st March, 2016.

## I. FINANCIAL PERFORMANCE

Rs. In Lakhs

FINANCIAL RESULTS	2015- 2016	2014-2015
Profit/(Loss) before Finance Cost	(393.58)	78.65
Less: Finance Cost	139.99	154.80
Cash Profit/(Loss)	(533.57)	(76.15)
Depreciation	59.90	60.17
Net Profit/(Loss)	(593.47)	(136.32)
Provisions for Deferred Tax	(46.90)	8.17
Profit/(loss) for the period	(640.37)	(144.49)
<b>APPROPRIATION</b>		
Transfer from General Reserve	-	-
Carried over to next year	(640.37)	(144.49)

## DIVIDEND

In view of the Company having exorbitant losses during the year, and negative net worth, the Directors hereby express their inability to recommend any dividend for the year ended 31st March, 2016.

## AMOUNTS PROPOSED TO BE CARRIED TO RESERVES

In view of the negative net worth and exorbitant losses question of transferring any amount to reserves does not arise.

## MANAGEMENT DISCUSSION AND ANALYSIS/STATE OF AFFAIRS OF THE COMPANY

**(This covers all the matters on which discussion and analysis is required to be made in Annual Report under Regulation 34(3) of SEBI (LODR) Regulation 2015)**

The Company was set up in 1962 for manufacturing hand tools in collaboration with DOWIDAT Werke Tools Ltd., Germany since then a lot of changes has taken place in hand tools industry and so many small small companies have grown due to which your company faces a lot of competition which affects the financial position adversely. Although, there are opportunities in the industry but threats of more competition along with cost overrun is also there.

The company has only single segment of operation i.e. hand tools and no other product are being manufactured or traded. As 40% of your company's sales comprises of export, the foreign currency fluctuation always remain a risk. The internal control system is adequate looking to the size and nature of business. Due to facts stated above, the financial position of the company remains critical and we expect subdued performance in the current year also.

We would further like to mention here that due to heavy losses being incurred by the company during current year the company has gone sick and due to the same reason the wages and salary are delayed. We are thankful to the employees for their cooperation with the Management.

As company's net worth has been completely eroded, promoter directors have confirmed and resolved to arrange infusion of sufficient additional funds into the company to keep is going concern by sale of surplus assets.

The Total no. of employees as on 31.3.2016 was 230.

## DETAILS OF APPOINTMENT AND RESIGNATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mrs Pooja Mehra Saigal (DIN 07249183) who was appointed as additional director on 30/07/2015 had also resigned on 24/09/2015 before her formal appointment by the shareholders in the last Annual General Meeting held on 29/09/2015.

Ms Chhavi Sharma (DIN 07384953) who was appointed as additional woman directors by the Board on 31/03/2016 also resigned on 12/08/2016.

Mr. Vinod Kumar Khanna, Executive Directors (Finance) and CFO have also tenders his unwillingness to continue as directors after expiry of his current term on 16/08/2016. However he will continue as Chief Financial Officer of the company.

The Board places on record their appreciation of their valuable contribution and guidance as member of the Board.

Mr. Shravan Kumar Mandelia retires by rotation and being eligible, offers himself for reappointment.

Mr Saurabh Parasramka (DIN 00935199) has been appointed as an additional director of the company w.e.f.19/08/2016 under provisions of sections 149, 152 and any other applicable provisions of the companies act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and have submitted required declarations and is eligible for appointment as a non executive director liable to retire by rotation. His appointment was recommended by the nomination and remuneration committee. In the opinion of the Board she is person of integrity and possess the relevant expertise and experience. The Board recommends his appointment.

Necessary resolution for appointment of aforesaid Director has been included in the Notice in ensuing AGM for the approval of the Shareholders.

## DIRECTORS' RESPONSIBILITY STATEMENTS

In compliance to the Provisions of Section 134(5) of the Companies Act, 2013, with respect to Directors' responsibility statement, it is hereby confirmed :-

- That in the preparation of the accounts for the financial year ended 31st March, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- That the Directors have selected such accounting policies





and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.

- iii. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. That the Directors have prepared the accounts for the financial year ended 31st March, 2015 on a "going concern" basis.
- v. That the Directors had laid down proper internal Financial control to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- vi. That the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## INTERNAL FINANCIAL CONTROLS

Your Company has in place adequate systems of internal control commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable Financial and Operational information, complying with applicable statutes, safeguarding assets from authorized use or losses, executing transactions with proper authorization and ensuring compliance of internal policies.

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

## RISK MANAGEMENT POLICY

A risk management policy duly approved by the Board in place as required under section 134(3)(n) of the Companies Act 2013

## EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT-9 are annexed herewith as Annexure "A".

## NUMBER OF MEETING OF THE BOARD

During the financial year 2015-16 seven Meeting of Board of directors were convened and held on 3/06/15, 30/07/15, 14/08/15, 18/09/15, 17/11/15, 23/02/16 and 31/03/2016. The meetings of Audit Committee were convened and held four times during the year. The meeting of Nomination and Remuneration Committee was convened and held twice during the year.

## STATEMENT ON DECLARATION BY THE INDEPENDENT DIRECTORS

All Independent Directors have given declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 .

## NOMINATION AND REMUNERATION POLICY

The Board has, on the recommendation of the Nomination and Remuneration Committee framed a policy for selection and appointment of Directors, KMPs and Senior Management Personnel and their remuneration. The Policy is annexed herewith as Annexure "B".

The composition, role, functions and powers of the Nomination and Remuneration Committee are in accordance with the Provisions of the Companies Act 2013 and the listing agreements with the Stock Exchange.

## EXPLANATION OR COMMENTS ON AUDITORS' REPORT AND SECRETARIAL AUDIT REPORT.

There are no qualifications, reservations or adverse remarks or disclaimer made by the statutory auditors in their audit report.

However, the qualifications made by Secretarial Auditors in his report regarding non filling of certain documents with Registrar of Companies, the company shall comply the same in due course if applicable and regarding another qualification please note that transaction/business taken by the Board which was not in the agenda was approved by all directors including independent directors except one non independent directors. Further it may also be noted that said business was non financial and pertained to authorization for signing of Listing Agreement with Bombay Stock Exchange

The other observations made in the Auditors' Reports are self explanatory and needs no further explanation.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

These primarily consist of loans to employees as per the policies of the Company and loans to suppliers in the normal course of business of the company. The closing balances of these loans are disclosed under the schedule of Loans and Advances in the financial Statements. The Company has not given any guarantees or made any investments during the year, which would be covered by Section 186 of the Companies Act, 2013.

## RELATED PARTY TRANSACTIONS

Pursuant to Section 134 of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014, the particulars of contracts or arrangements entered into by the Company with Related parties have been done at arm's length and are in the ordinary course of business. Hence, no particulars are being provided in Form AOC-2.

## MATERIAL CHANGES AND COMMITMENTS, IF ANY AFFECTING FINANCIAL POSITION OF THE COMPANY

There are no adverse material changes or commitments occurring after 31st March, 2015 which may affect the financial position of the Company or may require disclosure.

## CONSERVATION OF ENERGY, RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION FOREIGN EXCHANGE EARNINGS & OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as



# HINDUSTAN EVEREST TOOLS LTD.

Annexure- "C".

## BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 the Board has carried out an annual performance evaluation of its own performance as a whole and individually for Chairman & Managing Directors, Jt Managing Director, Executive Director and Independent Directors .

The performance is being evaluated on the Basis of their attendance in the meetings, compliance of Code of conduct of the Company and applicable provisions of the companies Act , their participation level in the meetings etc.

The performance is evaluated by each director for themselves and for conduct and performance of Board from their point of view. Independent Directors evaluated the performance of Chairman and other non independent directors and Board as a whole in their separate meeting. The performance of Independent Director is evaluated by the Board.

## CHANGE IN THE NATURE OF BUSINESS

During the year under review, there has been no change in the nature of business of the Company.

## NAME OF THE COMPANIES WHICH HAVE BECOME/CEASED TO SUBSIDIARIES, JOINTVENTURES OR ASSOCIATE COMPANIES DURING THE YEAR.

The Company did not have any subsidiaries, associates or Joint ventures during the year.

## DEPOSITS

The Company has not accepted deposits under Chapter V of the Companies Act, 2013.

## SIGNIFICANT ORDERS PASSED BY REGULATORS, COURTS OR TRIBUNALS IMPACTING GOING CONCERN AND COMPANY'S OPERATIONS.

To the best of our knowledge, the Company has not received any such orders from Regulators, Court or Tribunals during the year, which may impact the going concern status or the Company's operations in future.

## GENERAL

The Company has formulated a policy on Prevention of Sexual Harassment approved by the Board. The policy may be accessed on the Company's website. Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressed) Act, 2013.

## WHISTLE BLOWER POLICY

The Board of Directors has adopted the Whistle Blower Policy. The Policy has provided a mechanism for Directors, Employees and other persons dealing with the Company to report to the Chairman of the Audit Committee, any instance of unethical behavior, actual or suspected fraud or violation of the Code of Conduct of the Company.

The details of the policy have been uploaded at the website of the Company.

## COMPOSITION OF AUDIT COMMITTEE

The composition of the Audit Committee is mentioned as under:-

Sh. Ambarish Raj	Independent Director
Sh. Pradeep Jain	Independent Director
Sh. Lokesh Sood	Independent Director
Sh. Saurabh Parasramka	Non Executive Director

The composition, role, functions and powers of the Audit Committee are in accordance with the Provisions of the Companies Act 2013 and the listing agreements with the Stock Exchange.

## AUDITORS

M/S Singhi & Company, Chartered Accountants , shall continue as Statutory Auditors of the for Financial Year 2016 -17 pursuant to approval given by the shareholders in last AGM appointing them as Statutory Auditors' of the company for three years. However as required under the provisions of Companies Act 2013, said appointment is being ratified in the ensuing AGM.

## SECRETARIAL AUDITOR

Pursuant to the provisions of section 204 of the Act the Companies(Appointment and Remuneration of Managerial Personnel ) rules ,2014, the of Directors has appointed Mr. Pradip Kumar Muduli, practicing Company Secretary for conducting secretarial audit of the company for the financial year 2015-16.

The Secretarial Audit Report is annexed herewith as Annexure D The secretarial Audit Report contained few qualifications which has been duly explained.

## PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Particulars of remuneration paid to the employees as required to be disclosed under section 197(12) of the Act read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014, are set out in ANNEXURE -E attached hereto and form part of this Report.

## CORPORATE GOVERNANCE

SEBI has exempted listed companies with equity share capital of up to Rs 10 crore and net worth not exceeding of Rs 25 crores from the mandatory compliance of corporate governance code. Accordingly we are not required to comply with mandatory compliance of corporate governance code.

## ACKNOWLEDGEMENT

Your Directors wish to place on record their sincere appreciation to employees for their continuous efforts and valuable services rendered by them at all levels.

FOR & ON BEHALF OF THE BOARD

Place : New Delhi  
Dated : August 19, 2016

BALGOPAL MANDELIA  
CHAIRMAN  
DIN00040592





Form No. MGT-9

## EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31.03.2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

### I. REGISTRATION AND OTHER DETAILS:

i. CIN	L74899DL1962PLC003634
ii. Registration Date	25.01.1962
iii. Name of the Company	HINDUSTAN EVEREST TOOLS LTD.
iv. Category/Sub-Category of the Company	Company limited by Shares/Indian
v. Address of the Registered office and contact details	Dohil Chambers, 46, Nehru Place, New Delhi 110 019. Tel.No. 11-46692600 Fax No. 011-41606788 Email: ho@everesttools.com Website: http://www.everesttools.com
vi. Whether listed company	Yes
vii. Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt. Ltd. 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase-1, Near PVR Naraina, New Delhi-110028 Tel.No. 011-41410592 Fax No. 011-41410591 E-mail: delhi@linkintime.co.in

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr.No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Hand Tools	8203,8204,8205	98.75%

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
1.	Mandelia Investments pvt.Ltd.	U67120DL1983PTC099224	Holding Company	51.92	2(46)

### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

#### i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
<b>1) Indian</b>									
a) Individual/ HUF	817	-	817	0.05	817	-	817	0.05	-
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp	834470	-	834470	51.82	834470	-	834470	51.92	-



# HINDUSTAN EVEREST TOOLS LTD.

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
e) Banks / FI									
f) Any Other									
Sub-total(A)(1):-	835287	-	835287	51.87	835287	-	835287	51.97	-
<b>2) Foreign</b>									
g) NRIs-Individuals									
h) Other-Individuals									
i) Bodies Corp.									
j) Banks / FI									
k) Any Other....									
Sub-total(A)(2):-									
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds									
b) Banks / FI	32738	907	33645	2.09	32738	907	33645	2.09	-
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total(B)(1)	32738	907	33645	2.09	32738	907	33645	2.09	-
2. Non Institutions									
a) Bodies Corp.									
(i) Indian	141536	55766	197302	12.28	133438	55766	189204	11.77	0.51
(ii) Overseas									
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	215592	173437	389029	24.21	198471	171556	370027	23.02	1.19
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	116943	31360	148303	9.23	136418	31360	167772	10.44	1.21
c) Clearing Member	26	-	26	0.00	162	-	162	0.00	0.00
d) Non Resident Indian	3608		3608	0.22	4041		4041	0.25	0.03
e) HUF	-		-		7062		7062	0.44	0.44
Sub-total(B)(2)	477705	260563	738268	45.94	479592	258682	738274	45.93	0.89
Total Public Shareholding (B)=(B)(1)+ (B)(2)	510443	261470	771913	48.03	512330	259589	771913	48.03	0
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>1345730</b>	<b>261470</b>	<b>1607200</b>	<b>100</b>	<b>1347611</b>	<b>259589</b>	<b>1607200</b>	<b>100</b>	<b>-</b>