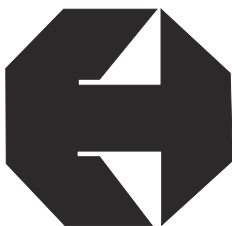


57th
Annual Report
2019 - 2020



Hindustan
Everest
Tools Ltd.

"The First ISO 9001 Hand Tools Company in India"



LATE SYT. D.P. MANDELIA



HINDUSTAN EVEREST TOOLS LTD.

57th ANNUAL REPORT 2019-20

Board of Directors

Shri Shravan Kumar Mandelia, Managing Director
Shri Balgopal Mandelia, Managing Director
Shri Pradeep Jain, Independent Director
Shri Amitav, Independent Director
Ms. Shifa Nagar, Independent Director
Shri Saurabh Parasramka, Director

Company Secretary

Ms. Sonam Gupta

Chief Financial Officer

Shri Deepak Gupta

AUDITORS

SSRA & Co
Chartered Accountants
M-13, LGF
South Extension, Part 2
New Delhi - 110049

BANKERS

HDFC Bank

REGISTERED OFFICE

Dohil Chambers,
46, Nehru Place,
New Delhi-110 019
Ph. : 91-11-46579476
Email : admin@everesttools.com
CIN : L74899 DL1962 PLC003634
Website : <http://www.everesttools.com>

SHARES LISTED AT

Bombay Stock Exchange

**REGISTRAR & TRANSFER AGENT
LINK INTIME INDIA PVT. LTD.**

Noble Heights, 1st Floor
Plot No. NH-2, C-1, Block
LSC, Near Savitri Market,
Janakpuri, New Delhi- 110 058
Ph. : 49411000 Fax : 41410591
Email : 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: www.everesttools.com

Phone: 011-46579476

Notice of the 57th Annual General Meeting

NOTICE is hereby given that the 57TH Annual General Meeting ("AGM") of HINDUSTAN EVEREST TOOLS LIMITED will be held at "PHD House" opposite Asian Games Village, Siri Fort Road, New Delhi - 110016 on Wednesday, 30th December, 2020 at 10:30 A.M. (IST) to transact the following business:-

ORDINARY BUSINESS:

1. Adoption of Financial Statements

To receive, consider and adopt the audited standalone financial statements of the company for the financial year ended 31st March, 2020 together with the reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Standalone Financial Statements of the Company including Balance sheet along with profit and loss account, cash flow statement for the financial year ended 31st March, 2020, along with notes and schedules thereto forming part thereof and the reports of the Board of Directors and the Auditors thereon as laid before this meeting, be and are hereby received, considered and adopted."

2. Appointment of Director in place of the retiring Director

To appoint a Director in place of Shri Balgopal Mandelia (DIN: 00040592), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to Section 152(6) of the Companies Act, 2013, Shri Balgopal Mandelia (DIN: 00040592), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director (Managing Director), liable to retire by rotation."

**By Order of the Board of Directors
For Hindustan Everest Tools Limited**

Date: 11.11.2020

Place: New Delhi

**Sd/-
Sonam Gupta
(Company Secretary)
M. No. 51329**

IMPORTANT NOTES

1. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs,



New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors. M/s. SSRA & Co., Chartered Accountants, New Delhi (Firm Registration No. 014266N) were appointed in 2017 as Statutory Auditors of the Company, for a period of five (5) years from the conclusion of 54th AGM till the conclusion of the 59th AGM to be held in the calendar year 2022.

2. Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meeting (SS-2) of the Institute of Company Secretaries of India ("ICSI"), in respect of the Directors seeking appointment/re-appointment at the AGM, forms integral part of the Notice of the AGM, requisite declarations have been received from the Directors for seeking appointment / re-appointment.

3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 57TH ANNUAL GENERAL MEETING ("THE MEETING") IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF THE PROXY IS ENCLOSED HERewith AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF COMMENCEMENT OF ANNUAL GENERAL MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percentage of the total share capital of the Company carrying voting rights. A member holding more than ten percentage of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

The instrument appointing a proxy shall be in writing and be signed by the appointer or his/her attorney duly authorized in writing or, if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.

Proxies submitted on behalf of limited companies, societies etc. must be supported by appropriate resolution/ authority, as applicable, issued by the member.

4. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send to the Company/ RTA ('Registrar'), in advance, a duly certified copy of the relevant Board Resolution/ Letter of Authority/Power of Attorney, together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.
5. In compliance with the aforesaid MCA Circulars and SEBI Circulars dated 12th May, 2020, electronic copy of the Annual Report for the financial year 2019-20 and Notice of the 57th AGM of the Company, inter alia, indicating the process and manner of e-voting will be sent only through electronic mode to all the Members whose e-mail IDs are registered with the Company's Registrar & Share Transfer Agent/Depository Participant(s) for communication purposes, as the requirement of sending the hard copies of annual report and notice of AGM has been dispensed with. Members may note that the Notice and Annual Report will also be available on the Company's website www.everesttools.com and may also be accessed from the relevant section of the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively.
6. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
7. **Due to COVID-19 pandemic, members are requested to wear face mask before entering into the premises for attending 57th Annual General Meeting of the Company and follow the necessary instructions at the venue to maintain social distancing and sanitize hands in regular intervals during the entire proceeding of Annual General Meeting.** Members are also requested to please submit the attendance slip duly filled and signed along with self-declaration as mentioned therein.



HINDUSTAN EVEREST TOOLS LTD.

8. Non-Resident Indian members are requested to inform LIPL/ respective DPs, immediately of Change in their residential status on return to India for permanent settlement.

Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

9. Only registered members of the Company may attend and vote at the AGM. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the *Register of Members of the Company will be entitled to vote.*
10. Pursuant to Section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') (as amended), dividend which remain unclaimed for a consecutive 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 from the financial year 1999-2000 onwards onwards and there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their DPs in case shares are held in electronic form or to Company's RTA i.e. **Link Intime India Pvt. Ltd. (LIPL)** in case shares are held in physical form.
12. Members may avail the facility of nomination by nominating a person to whom their shares in the Company shall vest in the event of their death. The prescribed form can be obtained from the Company's RTA i.e. LIPL. Members are requested to submit the said details to their DPs in case the shares are held in electronic form and to LIPL in case the shares are held in physical form.
13. Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company's RTA i.e. LIPL for consolidation into single folio.
14. Members/Proxies/Authorized Representatives are requested to deposit the attendance slip duly filed and signed for attending the Meeting. Members who hold shares in dematerialization form are requested to write their client ID and DP ID number for identification.
15. SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 read with SEBI press release No. 49/2018 dated December 3, 2018, has mandated that w.e.f. 01.04.2019, except in case of transmission or transposition of securities, request for effecting transfer of securities held in physical form shall not be processed by the Company / RTA of the Company unless the securities are held in dematerialized form. Hence Shareholders holding shares in physical form are requested to get their physical shares dematerialized.
16. 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/RTA i.e. LIPL.
17. In keeping with the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests the Members who have not registered their email addresses so far, to register their email addresses with their DPs in case shares are held by them in electronic form and with the Company's RTA i.e. LIPL in case shares are held by them in physical form for receiving all communication including annual report, notices, circulars etc. from the Company electronically.



18. All the documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public holidays) between 11.00 am to 1.00 pm up to the date of AGM and copies thereof are also available at Company's Registered office. These documents along with the Register of Directors and Key Managerial Personnel & their shareholding maintained under section 170 of the Companies Act, 2013 and the Register of Contracts & Arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 shall be open for inspection at the meeting to any person having right to attend the meeting.
19. Pursuant to Section 91 of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer books of the Company will remain closed from **Thursday, 24th December, 2020 to Wednesday, 30th December, 2020 (both days inclusive)** for the purpose of 57th AGM of the Company.
20. (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, Noble Heights, 1st floor, Plot No NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi - 110058, Phone No. – 011-49411000, 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.
21. Members having any query relating to the enclosed Annual Accounts are requested to send the same to the Company Secretary at the Registered Office of the Company at least seven days before the date of Annual General Meeting so as to enable the management to keep the information ready for replying at the meeting.
22. **Cut-off Date**
- The Company has fixed Wednesday, December 23, 2020 as the Cutoff Date for remote e-voting. The remote e-voting/voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as at close of business hours on the Cut-off Date i.e. Wednesday, December 23, 2020 only. A person who is not a Member as on the Cutoff Date should treat this Notice for information purposes only.
23. **Voting through electronic means**
- I In compliance with provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 57th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL). The Facility for voting through ballot paper will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again.



HINDUSTAN EVEREST TOOLS LTD.

II Shareholders of the company holding shares either in physical form or dematerialized form, as on record date i.e. 23rd December, 2020 are eligible to cast their vote.

III **The instructions for e-voting are as under:**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

- (i) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a mobile.
- (ii) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- (iii) A new screen will open. Enter the login credential i.e. User ID and password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

(iv) Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

(v) Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox.



Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- (vi) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- (vii) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- (viii) Now, you will have to click on "Login" button.
- (ix) After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is mentioned below:

- (i) After successful login at Step 1, Home page of e-voting opens. Click on e-voting to activate voting cycle.
 - (ii) After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 - (iii) Select "EVEN" of Hindustan Everest Tools Limited.
 - (iv) Now you are ready for e-voting as Cast Vote page opens.
 - (v) Cast your vote by selecting appropriate option i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 - (vi) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (vii) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 - (viii) Once you have vote done the resolution, you will not be allowed to modify your vote.
- IV 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 slathiacs71@yahoo.co.in or admin@everesttools.com with a copy marked to evoting@nsdl.co.in.
- V It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.



- VI. 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 or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.
- VII 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).
- VIII The e-voting period commences on **Sunday, 27th December, 2020 (09:00 a.m.) and ends on Tuesday, 29th December, 2020 (05:00 p.m.)**. 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 23rd December, 2020 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.
- IX 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 23rd December, 2020.
- X A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XI The Board of Directors have appointed Mr. Shiv Paul Singh, Practicing Company Secretary (M. No.: 5690 and CP No. 5553) as the Scrutinizer for conducting the voting / poll and remote e-voting process in a fair and transparent manner.
- XII The Scrutinizer shall within a period of three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and prepare the scrutinizer report of the votes cast in favour or against, if any, forthwith to the Chairman of the Meeting/Managing Director and in his absence to the Company Secretary of the Company.
- XIII The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website: 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.