

**NOTICE****NOTICE**

Notice is hereby given that the 24th Annual General Meeting of the members of Everest Organics Limited (CIN: L24230TG1993PLC015426) will be held at the registered office of the Company at Aroor Village, Sadasivapet Mandal, Sanga Reddy (earlier known as Medak District), Telangana – 502291, on Wednesday the 27th Day of September 2017 at 03:00 p.m. to transact the following businesses :

Ordinary Business:

1. To receive, consider, approve and adopt the audited Balance Sheet as at March 31st, 2017 and the Audited Profit & Loss Account of the Company for the Financial Year ended on that date and the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Reddy Eashwer Kanthala (DIN : 02327979) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Kakarlapudi Sitarama Raju (Din : 02955723), who retires by rotation and being eligible offers himself for re-appointment.
4. To Appoint Statutory Auditors and fix their remuneration.

To consider 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 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, and any other provisions of Companies Act, 2013 and Companies (Audit & Auditors) Rules, 2014, as amended from time to time, as may be applicable, M/s. Suryam & CO., Chartered Accountants (Firm Registration No. 012181S), be and is hereby appointed as a Statutory Auditor of the Company in place of existing Statutory Auditor M/s. P. S. N. Ravishanker & Associates, Chartered Accountants, to hold the office for a term of 5 (FIVE) Years with effect from the conclusion of 24th Annual General Meeting as the Statutory Auditors of the Company till the conclusion of 29th Annual General Meeting (AGM) to be held in the year 2022, to examine and audit the account of the Company, subject to ratification by Members at every Annual General Meeting, at such remuneration as may be mutually agreed between the Board of Directors of the Company and Auditors."

Special Business:

5. Approval of Related Party Transaction with Veerat Finance & Investment Limited:

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013, Rule 15 (3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI LODR"], approval of the Company be and is hereby accorded to the Board of Directors, for availing a loan facility upto Rs. 8 crores as cumulative amount in any financial year from Veerat Finance & Investment Limited, a 'Related Party' as defined under Section 2 (76) of the Companies Act, 2013 and the SEBI LODR and on such further period of time as may be decided by the Board of Directors from time to time based on the approval of the Audit Committee and on such other terms and conditions as may be mutually agreed upon between the Company and Veerat Finance & Investment Limited."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do or cause to be done all such acts, deeds and things , settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalise the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the best interest of the Company."



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6. Approval of Related Party Transaction with Virat & Co.:

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) (subject to any modification and re-enactment thereof), and subject to approval of shareholders in ensuing general meeting the consent of the board, be and is hereby accorded to enter into any contract or arrangements with related parties of Virat & Co. upto Rs. 8 (Eight) crores as cumulative amount in any financial year with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate Company or reimbursement of any transaction or any other transaction of whatever nature with related parties."

"RESOLVED FURTHER THAT the board of directors of the Company or the Company be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution."

7. Approval of Cost Auditor's Remuneration :

To consider and if thought fit, to pass with or without modification(s), the following as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), "M/s. Vajralingam & Co." Cost Accountant of Hyderabad, India, appointed by the Board of Directors of the Company as the Cost Auditor, to conduct the audit of the Cost Records for the financial year ended 31.03.2018, of the Company's pharma manufacturing units at Aroor Village, Sadasivapet, Medak District, Telangana – 502 291, in place of Mr. Sativada Venkat Rao, Cost Accountant of Hyderabad, India, and be paid a remuneration for the financial year ending March 31, 2018, amounting to Rs 1,80,000/- (Rupees One Lakh Eighty Thousand Only) plus service tax as applicable and re-imburement of out of pocket expenses incurred by him in connection with the aforesaid audit be and is hereby approved and ratified."

"RESOLVED FURTHER THAT Dr. Sri Kakarlapudi Srihari Raju (DIN : 01593620), Managing Director of the Company and Ms. Nisha Jain, Company Secretary, be and are hereby severally authorized to do all the acts, deeds and things which are necessary to the appointment and file the necessary eforms with the Registrar of Companies (ROC), Hyderabad."

"RESOLVED FURTHER THAT any one of the Director of the Company and the Company Secretary of the Company be and are hereby severally authorized to issue the certified true copy as and when required."

8. APPROVAL OF EVEREST EMPLOYEE STOCK OPTION PLAN - 2017:

To consider and, if thought fit to pass, with or without modification(s) the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62 (1) (b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under in accordance with the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), Regulation of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB

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Regulations”), and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the member(s) of the Company be and is hereby accorded to the formulation and implementation of ‘Everest Employees Stock Option Scheme 2017 (hereinafter referred to as the “Scheme”) authorizing the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination & Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to create, grant, offer, issue and allot from time to time, in one or more tranches, not exceeding 5,00,000 options (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable for time to time) exercisable into 5,00,000 Equity Shares of Rs. 10/- each of the company (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable for time to time), to or for the benefit of permanent employees of the Company including the present and future Subsidiaries, whether working in India or outside India; Directors of the Company and its Subsidiaries, whether a Whole-time Director or not but not an Independent Director; whether working in India or outside India; and such other employees and persons as may be permitted under the applicable laws and as may be approved by the Committee, from time to time, on such terms and conditions, as contained in the Scheme and summarized in the Explanatory Statement and to provide for grant and subsequent vesting and exercise of options by eligible employees in the manner and method contained in the Explanatory Statement as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

“RESOLVED FURTHER THAT the equity shares to be issued and allotted under the scheme shall rank pari passu with the existing Equity Shares of the Company for all purposes.”

“RESOLVED FURTHER THAT in case of Right issues, Bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, the ceiling as aforesaid of 5,00,000 options / shares of Rs. 10/- each, shall be deemed to be increased/decreased, as may be determined by the Board / Committee, to facilitate making a fair and reasonable adjustment to the entitlements of Employees under the Scheme.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the Equity Shares allotted under the Scheme, from time to time, on the Stock Exchanges where the Equity Shares of the Company are listed.”

“RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the ESOS Scheme subject to compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and / or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental to and ancillary thereof.”

“RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including authorizing the Board to appoint Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of the Scheme as also to make applications to the appropriate Authorities, for the requisite approvals as also to initiate all necessary actions for and to settle all such questions, difficulties or doubts



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whatsoever that may arise and take all such steps and decisions in this regard.”

9. To approve investment limit up to Rs.3 crore and loan up to Rs.2 crore :

To consider and, if thought fit, to pass, with or without modification(s), the following as a Special Resolution:

“RESOLVED THAT pursuant to Section 186 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and subject to such approvals as may be necessary; the consent of Company be and is hereby accorded to the Board of Directors of the Company (including any Committee which the Board may have constituted or hereinafter constitute to exercise the power conferred by this Resolution) to: a) Make investment and acquire by way of subscription, purchase or otherwise, securities of any other body corporate, provided that the total amount of such investments outstanding at any time shall not exceeds Rupees 3 (Three) Crores; b) give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate, provided that the aggregate amount of such loan, investment and guarantee outstanding at any time shall not exceeds Rupees 2 (Two) Crores.”

RESOLVED FURTHER THAT the Board or a duly constituted Committee thereof be and is hereby authorized to decide and finalize the terms and conditions while making investment, giving loan or guarantee or providing securities within the aforesaid limits including with the power to transfer and dispose of the investments so made, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary.

BY ORDER OF THE BOARD
For Everest Organics Limited

Sd/-

Nisha Jain

Company Secretary

Date: 27.08.2017

Place : Aroor Village

Sadasivapet Mandal

Medak District – 502 291

Telangana, India

NOTES :

1. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be the member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.
2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Brief profile of Directors those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36 (3) of Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) regulations, 2015 is annexed hereto.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.



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6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2016-17 will also be available on the Company's website viz. www.everestorganicsltd.com
8. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs / Registrar Share Transfer Agent. Members are requested to provide their e-mail address through SMS alongwith DP ID/Client ID to +91 9573531616 and ensure that the same is also updated with their respective DP for their demat account(s). The registered e-mail address will be used for sending future communications.
9. The route map showing directions to reach the venue of the twenty-Fourth AGM is annexed.
10. The Shares Transfer Register and the Register of Members of the Company will remain closed from 20.09.2017 to 26.09.2017 (both days inclusive) in connection with the Annual General Meeting.
11. Members who hold their shares in dematerialized form are requested to bring their Client ID and DP numbers for easy identification of attendance at the meeting.
12. Shareholders are requested to intimate immediately any change in their address and bank account details registered with the Company in case of physical holders and in case of demat holders to their DP holders directly.
13. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
14. Retirement of Directors by rotation:
 - Mr. Eashwer Reddy Kanthala (DIN : 02327979), Director of the Company retires by rotation at the Annual General Meeting and being eligible offers himself for reappointment.
 - Mr. Kakarlapudi Sitarama Raju (Din : 02955723), Director of the Company retires by rotation at the Annual General Meeting and being eligible offers himself for reappointment.
 - None of the Directors of the Company is in any way concerned or interested in the resolution except Dr. Sri Kakarlapudi Srihari Raju, being the relative of Dr. Kakarlapudi Sitarama Raju (Din : 02955723) Director, retire by rotation.
15. Voting through electronic means;
 - a. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
 - b. The instructions for e-voting are as under:

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

 - (i) Log on to the e-voting website www.evotingindia.com during the voting period.
 - (ii) Click on "Shareholders" tab.
 - (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"



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(iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.

(v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.

(vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend BankDetails#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

*A Member who has not updated his PAN with the Company/Depository Participant is requested to use the first two letters of his name and the sequence number in the PAN field. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on <Company Name> on which you choose to vote.

(xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

(xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

(xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://>



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/www.evotingindia.co.in and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 24.09.2017 from 9.00 a.m. and ends on 26.09.2017 till 5.00 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 19.09.2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

The e-voting period commences on 24.09.2017 (9:00 am) and ends on 26.09.2017 (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 19.09.2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

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 19.09.2017.

Mrs. D. Renuka, Practicing Company Secretary (Membership No. 11963) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall immediately after the conclusion of the voting at the general meeting first count the votes cast in the meeting, thereafter unblock the votes cast through remote e voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later than 2 days of the conclusion of the meeting make a consolidated Scrutinizer's Report of the votes cast in favor or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.

The chairman or a person authorized by him in writing shall forthwith on receipt of consolidated Scrutinizer's Report declare the result of the voting. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website "<http://www.everestorganicsltd.com>" www.everestorganicsltd.com in and on the website of CDSL immediately after their declaration and results shall simultaneously be communicated to the BSE Limited.

Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of meeting, i.e. 27th day of September 2017.

16. 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 (10.00am to 5.00 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.

Date: 27.08.2017
Place : Aroor Village
Sadasivapet Mandal
Medak District – 502 291

BY ORDER OF THE BOARD
For **Everest Organics Limited**
Sd/-
Nisha Jain
Company Secretary

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Details of Directors Seeking Appointment in Annual General Meeting scheduled on Wednesday the 27th Day of September 2017 (Pursuant to Regulation 36 (3) of SEBI(Listing Obligations And Disclosure Requirements), Regulations, 2015 are as under:

Name of The Director	Mr. Reddy Eashwer Kanthala	Mr. Kakarlapudi Sitaram Raju
Date of Birth	10.05.1944	04.07.1946
Date of Appointment/	27.09.2017	27.09.2017
Reappointment	(Original Appointment Date 31.08.2015)	(Original Appointment Date 18.04.1995)
Expertise in specific Functional Area	Radiation Oncology, Doctor of Medicine	Environmental Management, General Management
Qualification	MD, FACR	B. Tech, M. Tech in Chemical Engineering
Board Membership of other Public Limited Companies, as on March 31, 2017	None	None
Chairman /Member of the Committee till date	None	None
Chairman / Member of the Committee of Directors of the Other Companies in which he/she is a Director as on March, 31,2017		
a) Audit Committee	None	None
b) Stakeholders' Relationship Committee	None	Member
c) Nomination & Remuneration Committee	None	None
d) Other Committees	None	Member
No. of Shares held	67500	113508

**EXPLANATORY STATEMENT****EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013****ITEM NO. 5 & 6**

Pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) (subject to any modification and re-enactment thereof), and Securities Exchange Board of India (Listing Obligations & Disclosure Requirement) Regulations, 2015, the Company seeks approval of members of the Company for entering into contract or arrangements with related parties of Veerat & Co. and M/s. Veerat Finance & Investment Limited at arm's length.

For Virat & Co. with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate Company or reimbursement of any transaction or any other transaction of whatever nature with related parties. Further the above mentioned transaction is / will be at Arms Length price only, as in ordinary course of its business.

The Board recommends the Ordinary Resolution set out at item nos. 5 & 6 of the Notice for approval by the shareholders.

In case of Veerat finance & Investment Limited, none of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel are in anyway concerned or interested in the resolution except Dr. Sri Kakarlapudi Srihari Raju, Managing Director as one of his relative is the Director of M/s. Veerat Finance & Investment Limited.

And further in case of Virat & Co., none of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel are in anyway concerned or interested in the resolution except Mr. Sri Kakarlapudi Harikrishna, Whole Time Director of the Company as one of the partner of the said firm is his relative.

ITEM NO. 7

The Board of Directors of the Company has appointed M/s. Vajralingam & Co., Cost Accountant of Hyderabad, Telangana, in place of Mr. Sativada Venkat Rao, Cost Accountant of Hyderabad, Telangana, India, as the Cost Auditors of the Company, to conduct the audit of the Cost Records of the Company's pharma manufacturing units at Aroor Village, Sadasivapet, Medak District, Telangana – 502 291, India, for the financial year ending 31.03.2018.

Remuneration Payable to "M/s. Vajralingam & Co." Cost Accountant of Hyderabad, Cost Auditor of the Company for the financial year ending 31.03.2018, was recommended by the Audit Committee to the Board of Directors, which was considered and approved by the Board of Directors at its meeting held on 29.05.2017.

In accordance of the section 148 of the Act read with Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company.

The Board recommends the Ordinary Resolution set out at item no. 7 of the Notice for approval by the shareholders.

None of the Directors or Manager, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise in this resolution.

ITEM No. 8

In the present competitive scenario, the Board of Directors of the Company (hereinafter referred to as the "Board") has identified the need to enhance the employee engagement, to reward the employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company and to create a sense of ownership and participation amongst them. In view of this, the Board has formulated a draft of the Everest Employee Stock Option Scheme 2017(hereinafter referred to as 'Scheme') for the present and/or future permanent employees of the Company (hereinafter referred to as 'employees')

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or 'said employees') in accordance with the applicable laws.

Hence, in terms of the provisions of SEBI (SBEB) Regulations, 2014 and Section 62 and other applicable provisions of the Companies Act, 2013, issue of Shares to persons other than the existing Members of the Company requires an approval of the existing Members by way of a Special Resolution and accordingly, the Special Resolution at Item No. 8 seeks your approval for the issue of further Equity Shares under the Everest Employees Stock Option Scheme 2017, to the employees of the Company, as may be determined by the Board.

The **Everest Employees Stock Option Scheme 2017** will be administered by Nomination & Remuneration Committee of the company.

The main features and other details of the Scheme as per Regulation 6(2) of SEBI (SBEB) Regulations, 2014, are as under:

1. Brief description of the Scheme

The Scheme shall be called as the '**Everest Employee Stock Option Plan 2017**' and shall extend its benefits to the present and/or future permanent employees of the Company, in accordance with the applicable laws.

The scheme will be implemented via Direct Route wherein the Company will directly allot fresh Equity Shares of the Company, to the Employees who successfully exercised their vested options.

2. Total number of Options to be granted under the Scheme.

The maximum number of options to be granted under Scheme shall not exceed 5,00,000 options convertible into equal number of Equity Shares of the Company.

3. Identification of classes of employees entitled to participate and be beneficiaries in Scheme.

Employees are the permanent Employees, including Executive Directors and Whole-time Directors, of the company or as may be decided by the Committee from time to time.

4. Requirement of Vesting and period of Vesting

The options granted under Scheme shall vest based upon the performance of the Employee, subject to completion of minimum 1 (One) year from the date of Grant and over a period of 5 (Five) years as per the Scheme, so long as the option holder continues to be in the employment in the Company, as the case may be and further subject to the satisfaction of other conditions as stipulated under the Scheme.

5. Maximum period within which the options shall be vested

All the options will get vested within maximum period of 5 (Five) years.

6. Exercise Price or Pricing Formula:

Exercise Price will be based upon the Market Price of the Shares one day before the date of the meeting of the Committee wherein the grants of options of that particular year will be approved.

Suitable discount may be provided or premium may be charged on the price as arrived above, as deemed fit by the Committee for the finalization of the Exercise Price.

However, in any case the Exercise price shall not go below the par value of Equity Share of the Company.

7. Exercise period and process of Exercise:

The Exercise Period will be 1 (One) year from date of respective vesting. The options granted under the Scheme would be exercisable by the employee by submitting an option acceptance agreement within 30 days of receipt of grant letter, to the Company. Any Acceptance Agreement received after the period stated above shall not be valid.

The lapsed options shall be available for fresh grants.

8. Appraisal process for determining the eligibility of the Employees to Scheme:

The appraisal process for determining the eligibility of the employees will be in accordance with the Scheme

EXPLANATORY STATEMENT

or as may be determined by the Committee at its sole discretion.

The employees would be granted options under the Scheme based on various parameters including but not limited to:

- i. Loyalty: It will be determined on the basis of tenure of employment of an Employee in the Company.
- ii. Performance: Employee's performance during the financial year on the basis of the parameters decided by the management.
- iii. Designation: Employee's designation in the Career Group as per the HR Policy of the Company.
- iv. The present and potential contribution of the Employee to the success of the Company,
- v. High market value/difficulty in replacing the Employee and
- vi. High risk of losing the Employee to competition,
- vii. Value addition by the new entrant if any

9. The Maximum number of Options to be granted per employee and in aggregate

The maximum number of Options that can be granted to any eligible employee during any one-year shall not equal or exceed 1% of the issued capital of the Company at the time of grant of options unless otherwise approved by the shareholders.

10. The Maximum quantum of benefits to be provided per Employee under the scheme

The maximum quantum of benefit that will be provided to every eligible Employee under the scheme will be the difference between the Exercise Price paid by the Employee to the Company and the value of Company's Share on the Stock Exchange as on the date of exercise of options.

11. Implementation and administration of the scheme

The scheme shall be implemented and administered by the Nomination & Remuneration Committee of the Company.

12. Whether the scheme involves new issue of shares by the company or secondary acquisition by the Trust or both

New issue of Shares by the Company directly to the Employees

13. The amount of loan to be provided for implementation of the scheme by the company to the trust, its tenure, utilization, repayment terms, etc.;

N.A.

14. The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme.

N.A.

15. Disclosure and accounting policies:

The Company will confirm to the disclosures and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB) Regulation, 2014 or as may be prescribed by regulatory authorities from time to time.

16. The method which the Company shall use to value its Options.

Fair Value Method

17. Statement with regard to Disclosure in Director's Report

As the company is adopting fair value method, therefore it is not required to give any declaration.

In terms of Section 62 of the Companies Act, 2013 and SEBI (SBEB) Regulations, 2014, the approval of the Shareholders is sought by way of Special Resolution for the approval of the **Everest Employees Stock Option Scheme 2017** and issuance of shares under this Scheme.

Therefore, your Directors recommend the Resolutions as set out at item no. 8 for your approval.



EXPLANATORY STATEMENT

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company or the options to be granted under the Scheme.

ITEM No. 9

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained item no. 9 in the notice of the 24th Annual General Meeting for an amount not exceeding to make investment and acquire by way of subscription, purchase or otherwise, securities of any other body corporate, provided that the total amount of such investments outstanding at any time shall not exceeds Rupees 3 (Three) Crores; b) give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate, provided that the aggregate amount of such loan, investment and guarantee outstanding at any time shall not exceeds Rupees 2(Two) Crores; in total of Rs. 5,00,00,000 (Rupees Five Crores Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

The Directors therefore, recommend the Special Resolution for approval of the shareholders.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel are in anyway concerned or interested in the resolution.



EVEREST ORGANICS LIMITED
ARoor VILLAGE, SADASIVAPET MANDAL
SANGA REDDY (MEDAK) DISTRICT, TELANGANA – 502 291
CIN NO. L24230TG1993PLC015426
Email id : secretarialcomp@everestorganicsltd.com
Website : www.everestorganicsltd.com
Ph. No. 040-2311 5956/ 40040783, Fax : 040-2311-5954

ATTENDANCE SLIP
(To be present at the entrance)

Regd. Folio : _____

Shares Held : _____

Client ID / DPID :

I hereby certified that I am the registered shareholder / proxy / representatives /of the registered shareholder (s) of Everest Organics Limited.

I hereby record my presence at the 24th Annual General Meeting to be held on Wednesday, the 27th Day of September 2017 at 3.00 p.m. at Aroor Village , Sadasivapet Mandal, Medak District, Telangana – 502 291, India.

Name of the Shareholders :

Name of the Proxy :

Signature of Member / Proxy :

Note : 1) To be signed at the time of handing over this slip.

2) Members are requested to register their names at least 15 minutes prior to the commencement of the meeting.



EVEREST ORGANICS LIMITED

AROOR VILLAGE, SADASIVAPET
SANGA REDDY (MEDAK) DISTRICT – 502 291 TELANGANA, INDIA
CIN NO. L24230TG1993PLC015426
Email id : secretarialcomp@everestorganicsltd.com,
Website : www.everestorganicsltd.com
Tel. No. 040-2311 5956/ 40040783, Fax : 040-2311-5954

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the company
Registered Office

Name of the Member(s)
Registered Office
E-mail Id
Folio No /Client ID
DP ID

I/We, being the member(s) of _____ having _____ shares
of the above named company. Hereby appoint

- 1 Name
Address
Email id
Or Failing him Signature
- 2 Name
Address
Email id
Or Failing him Signature
- 3 Name
Address
Email id Signature

as my/ our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the _____An-
nual General Meeting of the company, to be held on the ____ day of ____ at _____ a.m. / p.m. at
_____ (place) and at any adjournment thereof in respect of such resolutions as are indicated below:



No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1	To receive, consider and adopt the audited Balance Sheet as at March 31st, 2017 and the Audited Profit & Loss Account of the Company for the Financial Year ended on that date and the reports of the Directors and Auditors thereon. (Ordinary Resolution)			
2	To appoint a Director in place of . Mr. Reddy Eashwer Kanthala (DIN : 02327979) who retires by rotation and being eligible offers himself for re-appointment. (Ordinary Resolution)			
3	To appoint a Director in place of Mr. Kakarlapudi Sitarama Raju (Din : 02955723), who retires by rotation and being eligible offers himself for re-appointment. (Ordinary Resolution)			
4	To Appoint Statutory Auditor and to fix their Remuneration.			
5	Approval of Related Party Transaction with M/s. Veerat Finance & Investment Limited.(Ordinary Resolution)			
6	Approval of Related Party Transaction with M/s. Virat & Co.(Ordinary Resolution)			
7	Approval of Cost Auditor's Remuneration. (Ordinary Resolution)			
8	Approval of Everest Employee Stock Plan - 2017. (Special Resolution.)			
9	To approve investment limit up to Rs. 3 crore and loan up to Rs. 2 crore. (Special Resolution)			

Signed this _____ day of _____ 2017.

Signature of the shareholder _____

Signature of the proxy holder (s) _____

Affix a
Revenue
Stamp of
Re. 1/-

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**Form No. MGT- 12 Polling Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company : **EVEREST ORGANICS LIMITED**
Registered Office : Aroor Village, Sadasivapet Mandal, Sanga Reddy(Medak) District – 502 291, Telangana, India
CIN : L24230TG1993PLC015426

POLLING PAPER

S No	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	To receive, consider and adopt the audited Balance Sheet as at March 31st, 2017 and the Audited Profit & Loss Account of the Company for the Financial Year ended on that date and the reports of the Directors and Auditors thereon. (Ordinary Resolution)			
2.	To appoint a Director in place of . Mr. Reddy Eashwer Kanthala (DIN : 02327979) who retires by rotation and being eligible offers himself for re-appointment. (Ordinary Resolution)			
3.	To appoint a Director in place of Mr. Kakarlapudi Sitarama Raju (Din : 02955723), who retires by rotation and being eligible offers himself for re-appointment. (Ordinary Resolution)			
4.	To Appoint Statutory Auditor and to fix their Remuneration.			
5.	Approval of Related Party Transaction with M/s. Veerat Finance & Investment Limited.(Ordinary Resolution)			
6.	Approval of Related Party Transaction with M/s. Virat & Co.(Ordinary Resolution)			
7.	Approval of Cost Auditor's Remuneration. (Ordinary Resolution)			
8.	Approval of Everest Employee Stock Option Plan – 2017 (Special Resolution)			
9.	To approve investment limit up to Rs. 3 crore and loan up to Rs.2 crore. (Special Resolution)			

Place:

Date:

(Signature of the shareholder*)

(*as per Company records)



Everest Organics Limited

CIN : L24230TG1993PLC015426

Regd Office : Aroor Village, Sadasivapet Mandal, Sanga Reddy (Medak) Dist. Telangana 502291 India
Tel No.040-23115956, 40040783 Fax: 91-40-23115954,

Website: www.everestorganicsltd.com; Email id: secretarialcomp@everestorganicsltd.com

To
The Shareholder
Everest Organics Limited

Date: 27.08.2017

Dear Sir/Madam

Sub: Requesting for dematerialization of shares and update your email id and address :

With reference of the subject, we inform you that our shares are available for dematerialization with both NSDL/CDSL and our ISIN No. is INE334C01029. We request you to demat your shares and update us your email id and address for communication/corresponding, at the below mentioned email ids:

Particulars	Details
E mail id(RTA)	info@vccilindia.com
E mail id & Name of Contact person (Company)	secretarialcomp@everestorganicsltd.com, Nisha Jain (Compliance Officer)
Registrar & share Transfer Agent	Venture Capital Corporate Investments(p) Ltd. 12-10-167, Bharat Nagar, Hyderabad-500 018, Telangana, India

Your earliest response will be highly appreciable.

Thanking You,
Yours Faithfully
For Everest Organics Limited

Sd/-
Nisha Jain
Company Secretary

ROUTE MAP

