



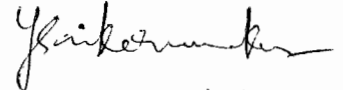
P.S.N. RAVISHANKER & ASSOCIATES
Chartered Accountants

Flat No. 205, II Floor, B-Block,
Kushal Towers, Khairatabad,
Hyderabad - 500 004. (A.P)
Phone:23320558 & 23393381
Fax:040-23393381
E-mail : psnra@yahoo.com

AUDITORS' CERTIFICATE

1. That in connection with the Draft Scheme of Reduction of Capital as approved on 19-03-2014 by the Board of Directors" (hereinafter called the Scheme), duly signed by the Company Secretary in Practice and the Managing Director of the Company (Undertaking attached as Annexure) under Sections 78 and 100 to 104 and other applicable provisions of the Companies Act, 1956 of Everest Organics Limited. We, P.S.N. Ravishanker & Associates, Chartered Accountants (Firm Registration No.003228S), the Statutory Auditors of Everest Organics Limited with CIN L24230AP1993PLC015426 and having its Registered Office situated at Aroor Village, Medak District, Andhra Pradesh, have examined the Scheme and other relevant records and documents maintained by the Company in the usual course of its business for the purpose of certifying the accompanying "Undertaking" in relation to Non-Applicability of Paragraph 5.16(a) of SEBI Circular No.CIR/CFD/DIL/5/2013 dated February 4, 2013 ("Original SEBI Circular") read with SEBI Circular No.CIR/CFD/DIL/8/2013 dated May 21, 2013 ("Revised SEBI Circular"), the "Undertaking" duly stamped and initialed for identification.
2. The Management of the Company is responsible for the preparation of the "Undertaking" and the maintenance of such other relevant records as prescribed by applicable laws, which include collecting, collating and validating data and designing, implementing and monitoring of internal controls relevant for the preparation of the "Undertaking" that is free from material misstatement, whether due to fraud or error. Compliance with the SEBI Circular number CIR/CFD/DIL/8/2013 dated May 21, 2013 is also the responsibility of the Company's Management.
3. Our responsibility, for the purpose of this certificate, is limited to certifying the particulars contained in the Undertaking on the basis of the Scheme and other relevant records and documents maintained by the Company.
4. Based on our examination and according to the information and explanations given to us by the management, we certify that the undertaking provided by the Board of Directors of the Company that the requirements of Para 5.16(a) of the Original SEBI Circular as modified by the Revised SEBI Circular, relating to seeking approval of the public shareholders through postal ballot and e-voting, is not applicable on the Company for the reasons stated in paragraphs 1 to 3 of the said Undertaking, is in accordance with the said circulars, proposed scheme and other relevant records and documents maintained by the Company.
5. This certificate is issued at the request of the company for onward submission to the Bombay Stock Exchange, BSE Limited, with a view to obtaining the no-objection for the Application under Clause 24(f) of the listing agreement for the proposed scheme of reduction of Capital.

For P.S.N. RAVISHANKER & ASSOCIATES
Chartered Accountants
(FRN : 003228S)


(Y. SAI KARUNAKAR) – Partner
ICAI M.No.207033

Place : Hyderabad
Date : 19-03-2014





EVEREST ORGANICS LIMITED

Corporate Office : # 1st Floor, Plot No.127 & 128, Amar Co-operative Society, Opp. Madhapur, Police Station Road, Near Durgam Cheruvu, Madhapur, Hyderabad - 500 033.

Tel : 040-23115956, 40040783, Fax : 91-40-23115954

Grams : "Veerat", E-mail : srihari_everest@rediffmail.com / srihari_everest1@rediffmail.com

Undertaking in relation to non - applicability of requirements prescribed in Para 5.16(a) of SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 ("Original SEBI Circular") read with SEBI Circular No.CIR/CFD/DIL/8/2013 dated May 21, 2013 ("Revised SEBI Circular") in respect of Draft Scheme of Reduction of Capital :

This is in connection with the Draft Scheme of Reduction of Capital and pursuant to the Original SEBI Circular and Revised SEBI Circular, wherein SEBI has mandated all listed Companies to ensure that the Scheme proposed to be submitted with the Bombay Stock Exchange, SEBI for approval and subsequently with Honourable High Court of AP for sanction, provides for voting by public shareholders through postal ballot and e-voting in certain cases, in terms of Para 5.16(a) of the Circular.

Accordingly, **Everest Organics Limited** hereby undertakes that the requirement of Para 5.16(a) of the Original SEBI Circular as modified by the Revised SEBI Circular pertaining to voting by Public Shareholders through postal ballot and e-voting is not applicable on the Company for the following reasons:

1) Para 5.16(a)(i)

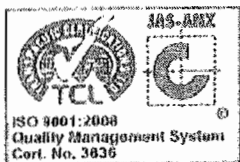
Where additional shares have been allotted to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the listed company,

Reason for non-applicability

This clause is not applicable in our fact pattern as upon the Scheme of Reduction of Capital coming into effect, 92,73,000 equity shares having a face value of Rs.10 each shall be reorganized into 33,38,280 equity shares of Re.10/-each fully paid-up. Consequently, every shareholder of EVEREST ORGANICS LIMITED whose name appears on the Register of Members on the Record Date shall be issued, 36 equity share of the face value of Re.10/- fully paid-up for every 100 equity share of the face value of Rs.10/- each fully paid-up held by them in the Company, prior to scheme.

Accordingly it can be seen from the above that all the shareholders of Everest Organics Limited would get shares in the Company in proportion to their entitlement and there would be no allotment of additional shares to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the listed company and there will not be any change in the shareholding pattern after the implementation of the Scheme of Reduction of Capital of promoters at 33.22 % and Public at 66.78%.

Contd.....2



Signature
Regd. Office & Factory Aroor Village, Sadasivpet Mandal, Medak Dist. A.P. 502291

Tel. : 08455 - 250084, 250113/14/15, Fax : 91-08455-250114,

Website : www.everestorganicsltd.com



EVEREST ORGANICS LIMITED

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2) Para 5.16(a)(ii)

Where the Scheme of Arrangement involves the listed company and any other entity involving Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group.

Reason for non-applicability

This clause is not applicable in our fact pattern as the Scheme is envisaged between EVEREST ORGANICS and all its shareholders only and thus it does not involve any arrangement between Everest Organics Limited and its Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group

3) Para 5.16(a)(iii)

Where the parent listed company has acquired the equity shares of the subsidiary, by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the parent listed company, and if that subsidiary is being merged with the parent listed company under the Scheme

Reason for non-applicability

This clause is not applicable as Everest Organics Limited as the company does not have any subsidiaries.

In light of the above reasons, Everest Organics Limited is not required to seek approval of the public shareholders through postal ballot and e-voting in relation to the Scheme of Reduction of Capital.

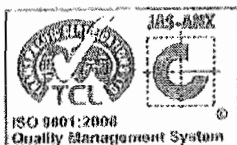
For P. VENUKA
M. Com., ACS
No. 127/128, Amar Co-operative Society,
Police Station Road, Near Durgam Cheruvu,
Madhapur, Hyderabad - 500 033.
Company Secretary in Practice

For EVEREST ORGANICS LIMITED


(Dr. Sk. SRIHARI RAJU)
Managing Director

Place : Hyderabad

Date : 19/03/2014



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