

EVEREST ORGANICS LIMITED

CIN : L24230TG1993PLC015426

An ISO 9001:2015 & WHO GMP Certified Company

Corporate Office : # 1st Floor, Lakeview Plaza, Plot No.127 & 128, Amar Co-operative Society,
Opp. Madhapur Police Station Road, Near Durgam Cheruvu, Madhapur, Hyderabad - 500 033.
Tel : 040- 40040783

December 17, 2024

To,
The Secretary,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Scrip Code: 524790

Sub: Notice of the Extra- Ordinary General Meeting ("EGM") of the members of the Company as per Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

Dear Sir / Madam,

This is to inform you that the Extra- Ordinary General Meeting ("EGM") of the members of the Company is scheduled to be held on **Wednesday, January 08, 2025** at 02:00 PM through Video Conferencing ('VC') facility or other audio-visual means ('OAVM'), in accordance with the Circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India.

The Notice of the Extra- Ordinary General Meeting ("EGM") of the members of the Company is being sent through electronic mode on December 17, 2024 to those Members whose names appear in the Register of members/depositories as at closing hours of business on Friday, December 13, 2024, and whose e-mail addresses are registered with the Company/ Registrars and Transfer Agent/Depositories as per the above said circulars.

Pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, we hereby enclose the Notice convening the Extra- Ordinary General Meeting ("EGM") of the members of the Company scheduled to be held on **Wednesday, January 08, 2025**.

Remote E-Voting Details:

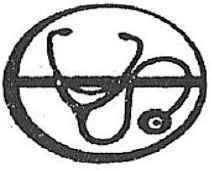
Commencement of e-Voting	From 9.00 a.m. (IST) on Saturday, January 04, 2025
End of e-Voting	Upto 5.00 p.m. (IST) on Tuesday, January 07, 2025



Regd. Office & Factory : Aroor Village, Sadasivpet Mandal, Sangareddy Dist. Telangana - 502291.

Tel. : 08455 - 250186, 250113, 250115 Fax : 08455-250114

Website : www.everestorganicsltd.com



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Corporate Office : # 1st Floor, Lakeview Plaza, Plot No.127 & 128, Amar Co-operative Society,
Opp. Madhapur Police Station Road, Near Durgam Cheruvu, Madhapur, Hyderabad - 500 033.
Tel : 040- 40040783

During this period, Members holding shares either in physical form or in dematerialized form as on Thursday, January 02, 2025, (**'Cut-Off date'**) may cast their vote by remote e-Voting before the EGM. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off date i.e., **Thursday, January 02, 2025.**

The Notice of the Extra-Ordinary General Meeting ("EGM") of the members of the Company scheduled to be held on **Wednesday, January 08, 2025** is available on the website of the Company at the following link: <https://www.everestorganicsltd.com>

Kindly take the same on record and display the same on the website of your exchange.

Thanks & Regards,

For **Everest Organics Limited**

Dr. Sri Kakarlapudi Sirisha
Managing Director
DIN: 06921012

Encl: A/a.



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Everest Organics Limited

CIN: L24230TG1993PLC015426

Regd. Off: Aroor Village, Sadasivpet Mandal
Sangareddy (Medak) District, Telangana – 502 291,
website: www.everestorganicsltd.com
email: everestorganicsltdcs@gmail.com

Notice is hereby given that the Extra-Ordinary General Meeting (“EGM”) of the Members of **Everest Organics Limited** (CIN: L24230TG1993PLC015426) (the “Company”) will be held on Wednesday, January 08, 2025 at 02:00 p.m. (IST) through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”), to transact the following business:

SPECIAL BUSINESS:

Item No.1

Issue of up to 2,63,157 (Two Lakh Sixty-Three Thousand One Hundred and Fifty-Seven Only) Convertible Warrants of Rs. 10/- each convertible into, or exchangeable for, one Equity share of face value of Rs. 10/- each of the Company within the period of 18 (eighteen months) in accordance with the applicable laws to the persons belonging to promoter category on preferential basis.

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 42, 62(1)(c) of the Companies Act, 2013 read with the rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) (**“the Act”**) and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (**“SEBI ICDR Regulations”**), including the provisions of Chapter V of the ICDR Regulations, SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (**“Listing Regulations”**) and the listing agreement executed by the Company with the Stock Exchanges, any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India (**“SEBI”**), Ministry of Corporate Affairs (**“MCA”**), Reserve Bank of India (**“RBI”**), stock exchange where the shares of the Company are listed namely, BSE Limited, and/or any other statutory / regulatory authority, provisions under Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed thereunder, Memorandum and Articles of Association of the Company, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities (including regulatory or statutory authorities), institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the board of directors of the Company (hereinafter referred to as the **“Board”** which terms shall be deemed to include any committee(s) which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this resolution) and subject to any other alteration(s), modification(s), condition(s), correction(s), change(s) and variation(s) that may be decided by the Board in its absolute discretion, the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot up to 2,63,157 (Two Lakh Sixty-Three Thousand One Hundred and

Fifty-Seven Only) Convertible Warrants of Rs. 10/- each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of Rs. 10/- (Rupee Ten) (“**Equity Share(s)**”) each at a price of Rs. 152/- (Rupees One Hundred and Fifty-Two Only) (“**here in after referred as warrant issue price**”) including the Warrant face value of Rs. 10/- each and premium of Rs. 142/- (Rupees One Hundred and Forty-Two Only) payable in cash, aggregating up to Rs. 3,99,99,864/- (Rupees Three Crore Ninety Nine Lakh Ninety Nine Thousand Eight Hundred and Sixty Four only) (“**Warrants Issue Size**”) on a preferential basis subject to the entitlement of the Warrant Holder as specified below and upon receipt of Rs. 38/- (Rupees Thirty-Eight Only) for each Warrant, which is equivalent to 25% (twenty-five per cent) of the Warrant Issue Price as upfront payment (“**Warrant Subscription Price**”) entitling the Warrant Holder to apply for and get allotted one Equity Share of the Company against every Warrant held, in one or more tranches within a maximum period of 18 (eighteen) months from the date of allotment of Warrants and on payment of Rs. 114/- (Rupees One Hundred and Fourteen only) which is equivalent to remaining 75% (Seventy-five per cent) of the Warrant Issue Price, for each Warrant proposed to be converted, in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this issue, provisions of SEBI ICDR Regulations, or other applicable laws in this respect to person belonging to Promoter Category as listed below (“**Warrant Holder**” / “**Proposed Allottees**”):

S. No	Name, PAN and Address of the Proposed Allottee			Category	No. of Convertible Warrants proposed to be allotted Up to
	Name	PAN	Address		
1.	SRI KAKARLAPUDI SIRISHA	DZSPS8890C	Lakeview Plaza, P.No. 127 and 128, 4 th Floor, Amar Co Operative Society, Opp Madhapur Police Sta Madhapur, Hyderabad-Telangana, India- 500033	Promoter (Individual)	2,63,157
Total					2,63,157

“**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of SEBI ICDR Regulations, the **Relevant Date** for determining the minimum issue price of Warrants shall be **Monday, December 09, 2024** being the date 30 days prior to the date of the Extra-Ordinary General Meeting of the shareholders of the Company scheduled to be held on **Wednesday, January 08, 2025.**”

“**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants and the Equity Shares to be allotted on conversion of warrants shall be subject to the following terms and conditions:

1. In accordance with the provisions of Chapter V of SEBI ICDR Regulations, 25% (Twenty-Five Per Cent) of the Warrant Issue Price, shall be paid by the Warrant Holders to the Company on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy-Five Per Cent) of the Warrant Issue Price shall be paid at the time of exercise of option to apply for conversion to fully paid up Equity Shares of the Company, against each such Warrants held by the Warrant Holder;
2. The Warrant Holders shall be entitled to exercise his/their option to convert the Warrants into Equity Shares of the Company in one or more tranches on a date as may be mutually agreed between the issuer and the warrant holder after giving a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate Warrant Exercise Price payable thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall

accordingly, issue and allot the corresponding number of Equity Shares of the Company to the Warrant Holders;

3. The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the bank account. (The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee;
4. The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. In the event the right attached to the Warrants is not exercised within 18 (eighteen) months by making the full payment for the entire allotment from the date of allotment of Warrants, the Warrants shall lapse, and the amount paid by the Warrant Holder in relation to such Warrants, at the time of subscription, shall stand forfeited; (The conversion of warrants into equity shares shall happen at any time within a period of eighteen (18) months from the date of allotment of warrants in terms of SEBI ICDR Regulations on a date as may be mutually agreed between the issuer and the warrant holder);
5. The Equity Shares arising out of conversion of Warrants will be listed on the Stock Exchange i.e BSE Limited, subject to the receipt of necessary regulatory permissions and approvals, as may be required;
6. The Equity Shares so allotted on conversion of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu with the then existing Equity Shares of the Company, including entitlement to voting powers and dividend;
7. The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the Warrant Holders thereof any rights with respect to that of an Equity shareholder of the Company;
8. The Warrants and Equity Shares allotted pursuant to the conversion of the Warrants shall be locked-in as prescribed under the SEBI ICDR Regulations;
9. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the respective allottee;
10. Warrants shall be issued and allotted by the Company only in dematerialized form;

“RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT Warrants, being allotted to the Proposed Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of warrants, subject to the provisions of the Act and SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.”

“RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of ₹10/- (Rupees Ten Only) each of the Company, subject to

the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.”

“RESOLVED FURTHER THAT the Board and/or the Committee of the Board of Directors be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder of the Warrants and all such Equity Shares that are being allotted shall rank paripassu with the then existing Equity Shares of the Company in all respects.”

“RESOLVED FURTHER THAT Equity Shares having Face value of Rs. 10/- (Rupees Ten) each proposed to be allotted to the Warrant Holders, upon conversion of the Warrants, be listed on the BSE Limited (‘BSE’) where the existing equity shares of the company are listed, and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for and in connection with the listing of such Equity Shares proposed to be allotted to the Warrant Holder, upon conversion of the Warrants, and for the admission of the Warrants and Equity Shares with the depositories, viz. NSDL & CDSL, and for the credit of the Warrants and Equity Shares allotted, upon conversion of the Warrants, to the Warrant Holder’s demat accounts.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company and/or the Committee of the Board of Directors be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange i.e. BSE Limited for obtaining of in-principle approval, listing & trading approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.”

“RESOLVED FURTHER THAT in connection with any of the aforesaid resolutions, the Board of Directors/ Committee(s) of the Board of the Company be and are hereby severally authorized to execute and deliver any documents, papers and to do or cause to be done any or all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the aforesaid resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.”

Item No. 2

Issue of up to 17,10,526 (Seventeen Lakhs Ten Thousand Five Hundred and Twenty-Six Only) No. of Equity Shares of face value of Rs. 10 each at a price of Rs. 152/- (Rupees One Hundred and Fifty-Two Only) (including a premium of Rs. 142/- per equity share) aggregating to Rs. 25,99,99,952 (Rupees Twenty-Five Crore Ninety-Nine Lakhs Ninety-Nine Thousand Nine Hundred and Fifty-Two only) on preferential basis to persons belonging to Non-Promoter Category.

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 42 and 62(1)(c) of the Companies Act, 2013 (“Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) thereof for the time being in force; and the provisions of Foreign Exchange Management Act, 1999 (“FEMA”) , any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”), Ministry of Corporate Affairs (“MCA”), Reserve Bank of India and rules and regulations framed thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force; and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”); Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI LODR Regulations”), the Listing Agreements entered into by the Company with the BSE Limited; and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Reserve Bank of India, Ministry of corporate Affairs, Government of India, the Securities and Exchange Board of India (“SEBI”), the BSE Limited, and any other applicable procedural laws made under any of the above mentioned statutes in the form of any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., and provisions of the Memorandum and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (the “Board”, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot up to 17,10,526 (Seventeen Lakhs Ten Thousand Five Hundred and Twenty-Six Only) equity shares of face value INR 10/- each, for cash at an issue price of Rs. 152/- (Rupees One Hundred and Fifty-Two Only) per equity share including a premium of Rs. 142/- (Rupees One Hundred and Forty-Two Only) per equity share and on such other terms and conditions as may be determined to the below mentioned persons belonging to Non-Promoter category:

S. No	Name, PAN and Address of the Proposed Allottee(s)			Category	No. of Equity Shares proposed to be allotted Up to
	Name	PAN	Address		
i.	GREENPATH ENERGY PRIVATE LIMITED	AACCK6696B	8-3-318/11/20/VS/403, Viswasai Enclave Jayprakash Nagar, Yellareddyguda Hyderabad, 500073, Telangana, India	Non Promoter (Body Corporate)	8,22,368
ii.	R VENKATA NARAYANA	AGHPR0159C	Plot No. 27, Hillridge Villas, IVR Ward No. 10, Gachibowli, Hyderabad-Telangana India 500032	Non Promoter (Individual)	7,56,579
iii.	SAI PRASANNA MANCHINENI	AGPPM3948Q	Plot No.121/7, Road No.19, Vivekananda Nagar Colony near Church Kukatpally, Hyderabad Telangana India - 500072,	Non Promoter (Individual)	98,684
iv.	PANKAJ RAINA	ANZPR0908C	E 401, Garnet Block, Rainbow Vistas, Green Hills Road, NR Hitech City, Station Moosapet, Balanagar, Telangana India-500018	Non Promoter (Individual)	32,895
Total					17,10,526

“RESOLVED FURTHER THAT in terms of the provisions of Chapter V of SEBI ICDR Regulations, the **Relevant Date** for determining the minimum issue price of Equity Shares shall be **Monday, December 09, 2024** being the date 30 days prior to the date of the Extra-Ordinary General Meeting of the shareholders of the Company scheduled to be held on **Wednesday, January 08, 2025.**”

“RESOLVED FURTHER THAT the issue and allotment of the equity shares shall be on the following terms and conditions:

- i. The proposed allottees shall be required to pay 100% of consideration, for the equity shares proposed to be allotted to them on or before the date of allotment hereof;
- ii. The respective Allottees shall make payment of consideration from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the bank account. (The consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the Proposed Allottee(s));
- iii. The pre-preferential shareholding of the proposed share allottees, if any, and equity shares to be allotted to the proposed share allottees shall be locked-in as prescribed under the SEBI ICDR Regulations from time to time;
- iv. Allotment of the equity shares shall be made only in dematerialised form. The monies to be received by the Company from the proposed allottees for application of the equity shares pursuant to this preferential issue shall be kept in a separate bank account to be opened by the Company and shall be utilized in accordance with section 42 and 62 of the Companies Act, 2013;

- v. The equity shares shall be allotted within a period of 15 (Fifteen) days from the date of passing of this shareholders' resolution;
- vi. The Equity shares shall be issued and allotted by the Company only in dematerialized form. The equity shares so allotted shall rank pari-passu in all respect with the existing equity shares of the Company;
- vii. The Equity Shares to be allotted will be listed on the Stock Exchange i.e BSE Limited, subject to the receipt of necessary regulatory permissions and approvals, as may be required;
- viii. The Equity Shares so allotted shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu with the then existing Equity Shares of the Company, including entitlement to voting powers and dividend;

“RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Allotees, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT the Equity Shares proposed to be allotted shall be under lock- in for such period as may be prescribed under SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT the Board and/or the Committee of the Board of Directors be and is hereby authorized to accept any modification(s) or modify the terms of issue of Equity Shares, subject to the provisions of the Act and SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.”

“RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of ₹10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.”

“RESOLVED FURTHER THAT the Equity Shares having Face value of Rs. 10/- (Rupees Ten) each proposed to be allotted, be listed on the BSE Limited (‘BSE’) where the existing equity shares of the company are listed, and that the Board be and is hereby authorized to make necessary applications and to take all other steps as may be necessary for and in connection with the listing of such Equity Shares proposed to be allotted, and for the credit of the Equity Shares allotted, to the respective allottees demat accounts.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company and/or the Committee of the Board of Directors be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted under this issue including without limitation to make application to Stock Exchange i.e. BSE Limited for obtaining of in-principle approval, listing & trading approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.”

“RESOLVED FURTHER THAT in connection with any of the aforesaid resolutions, the Board of Directors/ Committee(s) of the Board of the Company be and are hereby severally authorized to execute and deliver any documents, papers and to do or cause to be done any or all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the aforesaid resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.”

By Order of the Board of Directors
FOR EVEREST ORGANICS LIMITED

Registered Office:

Aroor Village, Sadasivpet
Mandal, Sangareddy (Medak) District,
Telangana – 502 291
CIN: L24230TG1993PLC015426
Ph: 040-231156, 040-40040783
E-mail: www.everestorganicsltd.com

Date: December 12, 2024
Place: Hyderabad

Sd/-
Dr. Sri Kakarlapudi Sirisha
Managing Director
DIN: 06921012

Notes:

1. In compliance with MCA vide its General Circular No. 09/ 2024 dated September 19, 2024 read with General Circular No. 09/ 2023 dated September 25, 2023, General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020 read with other relevant circulars, including General Circulars No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No.3/2022 dated May 5, 2022 and No. 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (“MCA”) read together with such other circulars issued by MCA in this regard (hereinafter collectively referred to as “MCA Circulars”) and circulars issued by the Securities and Exchange Board of India (“SEBI Circulars”) and in compliance with the provisions of the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), an Extraordinary General Meeting (“EGM”/“Meeting”) of the Company is being conducted through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. The detailed procedure for participating in the Meeting through VC/OAVM Facility is mentioned hereunder. The deemed venue for the EGM shall be the Registered Office of the Company.
2. The EGM of the Company is being convened through VC/OAVM in compliance with the applicable provisions of the Act read with all the applicable MCA and SEBI Circulars.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the Listing Regulations, Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India and the MCA Circulars and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM and facility for those Members participating in the EGM to cast vote through e-Voting system during the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. CDSL will be providing facility for voting through remote e-voting, for participation in the EGM through VC/OAVM facility and e-Voting during the EGM. The instructions and other information relating to e-voting are given in the notes to notice.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the said MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Attendance Slip and Proxy Form is not annexed.
5. Corporate Members intending to authorize their representatives to attend the meeting are requested to send to the company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. Members attending the EGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Members whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. **Thursday, January 02, 2025**, shall only be entitled to attend and vote at the EGM. A person who is not a Member as on the cut-off date should treat this Notice of EGM for information purpose only.

8. Since the EGM will be held through VC/ OAVM, the Route Map is not annexed in this Notice.
9. The Board of Directors had appointed Sri. Y. Ravi Prasada Reddy, (M. No: FCS 5783, CP No: 5360), Proprietor of M/s RPR & Associates, Practicing Company Secretaries to act as Scrutinizer to scrutinize the voting during the EGM and remote e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the EGM and votes casted through remote e-voting), within two working days from the conclusion of the EGM. The results declared along with the Scrutinizer's report shall be communicated to the stock exchange, CDSL, and RTA and will also be displayed on Company's website at www.everestorganicsltd.com, on the website of the Stock Exchange i.e BSE Limited (www.bseindia.com), and on the website of Company's Registrar & Transfer Agent.

10. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Thursday, January 02, 2025**.
11. Members may also note that the Notice of the Extraordinary General Meeting is available on the Company's website: www.everestorganicsltd.com. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Companies Act, 2013 shall be open for inspection in electronic mode by the Members by writing an e-mail to everestorganicsltdcs@gmail.com
12. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participants as on Friday, December 13, 2024. Members may note that the Notice will also be available on the Company's website at www.everestorganicsltd.com, on the website of the Stock Exchanges i.e BSE Limited (www.bseindia.com), and on the website of Company's Registrar & Transfer Agent.
13. Members are requested to follow the process detailed below and intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

Type of holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, Venture Capital and Corporate Investments Private Limited at investor.relations@vccipl.com	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13

	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR-4
	The forms for updating the above details are available on the website of the company at www.everestorganicsltd.com	
Demat	Please contact your DP and register your email address, bank account details in your demat account, as per the process advised by your DP.	

THE INSTRUCTIONS FOR REMOTE E-VOTING BY MEMBERS ARE AS UNDER:

1. Instruction for Members for Attending the EGM through electronic means VC / OAVM:

1. The general meetings of the Companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide its General Circular No. 09/ 2024 dated September 19, 2024, General Circular Nos. 14/ 2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, latest being 09/ 2023 dated September 25, 2023 and all other relevant circulars issued from time to time (“hereinafter referred as MCA Circulars”), read with Circular No. SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by the Securities and Exchange Board of India (“SEBI”), from time to time (hereinafter collectively referred to as “the Circulars”). The forthcoming EGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC / OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars dated April 8, 2020, April 13, 2020, May 5, 2020 and subsequent circulars issued in this regard, latest being 09/ 2023 dated September 25, 2023 and all other relevant circulars issued from time to time (“hereinafter referred as MCA Circulars”), read with Circular No. SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-Voting as well as the e-Voting system on the date of the EGM will be provided by CDSL.
3. The Members can join the EGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC / OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee

and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the EGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the EGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC / OAVM and cast their votes through e-Voting.
6. In line with the aforesaid MCA Circulars, the Notice calling the EGM has been uploaded on the website of the Company at www.everestorganicsltd.com. The Notice can also be accessed from the website of the Stock Exchange i.e., BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-Voting system during the EGM) i.e., www.evotingindia.com.
7. The EGM has been convened through VC / OAVM in compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA Circulars.
8. In continuation of the aforesaid circulars and after due examination, it has been decided to allow Companies whose EGMs were due to be held in the year 2024, or become due in the year 2024, to conduct their EGMs on or before September 30, 2024, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA Circular No. 02/2021 dated January 13, 2021, Circular No. 10/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The e-Voting period begins on Saturday, January 04, 2025 at 09:00 hrs and ends on Tuesday, January 07, 2025 at 17:00 hrs. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Thursday, January 02, 2025**, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 listed entities are required to provide remote e-Voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.

Currently, there are multiple e-Voting service providers (ESPs) providing e-Voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-Voting to **all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process.

Step 1: Access through Depositories CDSL / NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023** on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual Shareholders holding securities in Demat mode CDSL / NSDL** is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible Companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com. To login click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important Note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL is given below:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meeting for **Physical Shareholders and Shareholders other than individual holding in Demat form.**

- 1) The Shareholders should log on to the e-Voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID;
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-Voting of any Company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical Shareholders and other than Individual Shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in DD/MM/YYYY format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or Company please enter the member’s id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For Shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire resolutions details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If demat account holder has forgotten the login password then Enter the User ID and the Image Verification Code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload Board Resolution / Power of Attorney if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only:**
- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution / Authority Letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the e-mail address viz; e.cs@everestorganicsltd.com, if they have voted from individual tab & have not uploaded same in the CDSL e-Voting system for the Scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC / OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-Voting.
2. The link for VC / OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-Voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads or similar devices for better experience.
5. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance to the Company on or before January 05, 2025, mentioning their name, demat account number / folio number, e-mail id, mobile number at e.cs@everestorganicsltd.com. The Shareholders who do not wish to speak during the EGM but have queries may send their queries in advance to the Company on or before January 05, 2025 mentioning their name, demat account number / folio number, e-mail id, mobile number at e.cs@everestorganicsltd.com. These queries will be replied to by the Company suitably by e-mail.
8. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.
9. Only those Shareholders, who are present in the EGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.

10. If any Votes are cast by the Shareholders through the e-Voting available during the EGM and if the same Shareholders have not participated in the meeting through VC / OAVM facility, then the votes cast by such Shareholders shall be considered invalid as the facility of e-Voting during the meeting is available only to the Shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES.

1. For Physical Shareholders – please provide necessary details like Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to Company / RTA, e-mail id e.cs@everestorganicsltd.com / info@vccipl.com respectively.
2. For Demat Shareholders – Please update your e-mail id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat Shareholders – Please update your e-mail id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an e-mail to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an e-mail to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

General Instructions:

- i. The Members whose names appear in the Register of Members / List of Beneficial Owners of the Company as on (cut-off date) are entitled to vote on the resolutions set forth in this Notice. The voting rights of shareholders shall be in proportion to the shares held by them of the paid-up equity share capital of the Company as on the cut-off date (record date).
- ii. The Board of Directors has appointed Sri. Y. Ravi Prasada Reddy, (M. No: FCS 5783, CP No: 5360), Proprietor of M/s RPR & Associates, Practicing Company Secretaries, to act as Scrutinizer to conduct and scrutinize the electronic voting process in connection with the ensuing EGM in a fair and transparent manner. The members desiring to vote through electronic mode may refer to the detailed procedure on e-Voting given above.
- iii. The Scrutinizer, after scrutinizing the votes cast at the meeting through remote e-Voting and voting during EGM will, not later than 2 working days from the conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared along with the consolidated Scrutinizer's Report shall be placed on the website of the Company www.everestorganicsltd.com and on the website of CDSL www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchange.

iv. The voting result will be announced by the Chairman or any other person authorized by him within two days of the EGM.

By Order of the Board of Directors
FOR EVEREST ORGANICS LIMITED

Registered Office:

Aroor Village, Sadasivpet
Mandal, Sangareddy (Medak) District,
Telangana – 502 291
CIN: L24230TG1993PLC015426
Ph: 040-231156, 040-40040783
E-mail: www.everestorganicsltd.com

Date: December 12, 2024
Place: Hyderabad

Sd/-
Dr. Sri Kakarlapudi Sirisha
Managing Director
DIN: 06921012

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory Statement sets out all the material facts relating to the Special Business as mentioned in Item No. 1 and 2 of the Notice of EGM:

Item No. 1 & 2

To increase the manufacturing capacity of the company, the company is in the process of setting up of new production block at Sadashivpet, Sangareedy District, Telangana. The project envisages construction of new production block which involves completion of pending construction of the production block & erection of required plant, machinery & appropriate utilities.

The Board of Directors of the Company at their meeting held on December 12, 2024, approved raising of funds aggregating up to Rs. 29,99,99,816/ (Rupees Twenty-Nine Crore Ninety-Nine Lakh Ninety-Nine Thousand Eight Hundred and Sixteen Only) by way of issuance of convertible warrants and equity shares as mentioned in item no. 1 & 2. of the EGM Notice. Out of the entire Issue Proceeds aggregating up to Rs. 29,99,99,816/ (Rupees Twenty-Nine Crore Ninety-Nine Lakh Ninety-Nine Thousand Eight Hundred and Sixteen Only) an amount of up to Rs. 10 Crores shall be utilized as capital expenditure for setting up of new production block at Sadashivpet, Sangareedy District, Telangana which involves completion of pending construction of the production block & erection of required plant, machinery & appropriate utilities and the balance amount of issue proceeds up to an amount of Rs. 20 Crores approximately shall be utilized to meet the working capital requirements of the company.

In accordance with Sections 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, approval of the Members of the Company, by way of special resolution, is required to issue securities by way of preferential basis.

Accordingly, in terms of the Companies Act, 2013 and the SEBI ICDR Regulations, consent of the members is being sought for the raising of funds aggregating up to Rs. 29,99,99,816/ (Rupees Twenty-Nine Crore Ninety-Nine Lakh Ninety-Nine Thousand Eight Hundred and Sixteen Only) by way of issue and allotment of:

- i. Issue of up to 2,63,157 (Two Lakh Sixty-Three Thousand One Hundred and Fifty-Seven Only) Convertible Warrants of Rs. 10/- each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of Rs. 10/- (Rupee Ten) ("**Equity Share(s)**") each at a price of Rs. 152/- (Rupees One Hundred and Fifty-Two Only) ("**here in after referred as warrant issue price**") including the Warrant face value of Rs. 10/- each and premium of Rs. 142/- (Rupees One Hundred and Forty-Two Only) payable in cash, aggregating up to Rs. 3,99,99,864/- (Rupees Three Crore Ninety Nine Lakh Ninety Nine Thousand Eight Hundred and Sixty Four only) ("**Warrants Issue Size**") on a preferential basis subject to the entitlement of the Warrant Holder and upon receipt of Rs. 38/- (Rupees Thirty-Eight Only) for each Warrant, which is equivalent to 25% (twenty-five per cent) of the Warrant Issue Price as upfront payment ("**Warrant Subscription Price**") entitling the Warrant Holder to apply for and get allotted one Equity Share of the Company against every Warrant held, in one or more tranches within a maximum period of 18 (eighteen) months from the date of allotment of Warrants and on payment of Rs. 114/- (Rupees One Hundred and Fourteen only) which is equivalent to remaining 75% (Seventy- five per cent) of the Warrant Issue Price, for each Warrant proposed to be converted, in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this issue, provisions of SEBI ICDR Regulations, or other applicable laws in this respect to person belonging to Promoter Category

- ii. issue of up to 17,10,526 (Seventeen Lakhs Ten Thousand Five Hundred and Twenty-Six Only) equity shares of face value INR 10/- each, for cash at an issue price of Rs. 152/- (Rupees One Hundred and Fifty-Two Only) per equity share including a premium of Rs. 142/- (Rupees One Hundred and Forty-Two Only) per equity share and on such other terms and conditions as may be determined to the below mentioned persons belonging to Non-Promoter category:

The proposed preferential issue of convertible warrants and equity shares are within the limits of the Authorised Share Capital of the company.

The proposed Preferential Issue is in terms of the provisions of the Chapter V of SEBI ICDR Regulations, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (as amended), and other applicable provisions, if any and Sections 42 and 62(1)(c) of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

The information as required under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and as per the provisions of the Companies Act, 2013 read with the Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 are given below:

1. Objects of the preferential issue

The main objects clause of Memorandum of Association and the objects incidental and ancillary to the main objects of our Company enables us to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum of Association and the proceeds of the preferential issue shall be utilized for meeting the following objects.

The proceeds aggregating up to Rs. 29,99,99,816/ (Rupees Twenty-Nine Crore Ninety-Nine Lakh Ninety-Nine Thousand Eight Hundred and Sixteen Only) of the proposed Preferential issue of 2,63,157 Convertible Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of Rs.10/- ("Equity Share(s)") each at a price (including the Warrant Subscription Price and the Warrant Exercise Price) of Rs. 152/- (Rupees One Hundred and Fifty-Two only) each payable in cash ("Warrant Issue Price"), aggregating upto Rs. 3,99,99,864/- (Rupees Three Crore Ninety-Nine Lakh Ninety-Nine Thousand Eight Hundred and Sixty-Four only) and issue of upto 17,10,526 No. of Equity Shares of face value of Rs. 10/- each at a price of Rs. 152/- (including a premium of Rs. 142/- per equity share) aggregating to Rs. 25,99,99,952 (Rupees Twenty-Five Crore Ninety-Nine Lakh Ninety-Nine Thousand Nine Hundred and Fifty-Two only) shall be utilized as follows:

- i. An amount of up to Rs. 10 Crores shall be utilized as capital expenditure for setting up of new production block at Sadashivpet, Sangareedy District, Telangana which involves completion of pending construction of the production block & erection of required plant, machinery & appropriate utilities and
- ii. The balance amount of issue proceeds up to an amount of Rs. 20 Crores approximately shall be utilized to meet the working capital requirements of the company

The above utilisation of proceeds shall be a realistic estimation and range gap shall not exceed +/- 10% of the amount specified for that object of issue size.

2. Utilization of Gross Proceeds

As the funds to be received by the company against the issue of equity shares and against the allotment of convertible warrants and against subsequent issue of equity shares on warrants conversion will be in tranches and quantum of funds required on different dates may vary, the Broad Range of intended use of the Gross Proceeds of the Issue is as under:

S. No.	Particulars	Total estimated amount to be utilized (Rs. In Crores)* Approximately	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1.	An amount of up to Rs. 10 Crores shall be utilized as capital expenditure for setting up of new production block at Sadashivpet, Sangareedy District, Telangana which involves completion of pending construction of the production block & erection of required plant, machinery & appropriate utilities and	10.00	12 months
2.	The balance amount of issue proceeds up to an amount of Rs. 20 Crores approximately shall be utilized to meet the working capital requirements of the company	19.99	6 months
	Total	29.99	

3. Monitoring of Utilization of Funds

In terms of Regulation 162A of the SEBI ICDR Regulations, if the issue size exceeds one hundred crore rupees, the issuer shall make arrangements for the use of proceeds of the issue to be monitored by a credit rating agency registered with the Board, since the issue size does not exceed one hundred crore rupees, the requirement of appointing monitoring agency by the company is not applicable for the proposed preferential issue of equity shares and convertible warrants.

4. Relevant Date

In terms of the provisions of Chapter V of SEBI ICDR Regulations, the relevant date for determining the minimum issue price of Convertible Warrants and Equity Shares shall be **Monday, December 09, 2024** being the date 30 days prior to the date of the Extra-Ordinary General Meeting of the shareholders of the Company scheduled to be held on **Wednesday, January 08, 2025**.

5. The price or price band at/within which the allotment is proposed/ basis on which the price has been arrived at

The issue price of the convertible warrants to be allotted pursuant to the preferential issue shall be Rs. 152/- (Rupees One Hundred and Fifty-Two only) per warrant and the issue price of the equity share to be allotted pursuant to the preferential issue shall be Rs. 152/- (Rupees One Hundred and Fifty-Two only) per equity share, which is higher of the floor price determined under Regulation 164 of the SEBI ICDR Regulations, or the price determined under the valuation report from the independent registered valuer under Regulation 166A of the SEBI ICDR Regulations or the price determined in accordance with the provisions of the Articles of Association of the Company.

Considering that the proposed allotment of preferential issue results in allotment of more than five per cent. of the post issue fully diluted share capital of the issuer, to an allottee(s) and more than 5% of the post issue fully diluted share capital, shall require a valuation report from an independent registered valuer and consider the same for determining the price. The issue price of Rs. 152 /- (Rupees One Hundred and Fifty-Two only) per warrant and Rs. 152/- (Rupees One Hundred and Fifty-Two only) per equity share has been fixed taking into account the valuation report dated December 12, 2024, issued by Mr. Jaipal Reddy Naidi, IBBI Valuer Registration No. IBBI/RV/02/2021/13886, ICSI UDIN: F008859F003366818, IOV RVF VRN: IOV/2024-2025/8378, an Independent Registered Valuer that certified the floor price of Rs. 152/- (Rupees One Hundred and Fifty-Two only) in accordance with Regulation 166A of the SEBI ICDR Regulations ("Valuation Report").

The Valuation Report is available for inspection by the members and the same may be accessed on the Company's website at the link www.everestorganicsltd.com .

The Equity Shares of the Company are listed on Stock Exchange namely, BSE Limited ('BSE'). The Equity Shares of the company are frequently traded shares as per Regulation 164(1) of the SEBI ICDR.

As per the provisions of the Regulation 164 of the SEBI (ICDR) Regulations, the convertible Warrants will be issued at a price of Rs.152/- (Rupees one Hundred and Fifty-Two only) including a premium of Rs. 142/- per warrant which is not less than higher of the following:

- a) Rs.138.04/- per convertible Warrant – being the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- b) Rs. 141.61/- per convertible Warrant – being the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

As per the provisions of the Regulation 164 of the SEBI (ICDR) Regulations, the Equity Shares will be issued at a price of Rs.152/- (Rupees one Hundred and Fifty-Two only) including a premium of Rs. 142/- per Equity shares is not less than higher of the following:

- a) Rs.138.04/- per Equity Share – being the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- b) Rs. 141.61/- per Equity Share – being the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

The price determined above and the number of Convertible Warrants and Equity Shares to be allotted shall be subject to appropriate adjustments, as may be required under the applicable rules, regulations and laws as applicable from time to time.

6. Lock-in Period:

- a) The Equity Shares, Convertible Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI ICDR Regulations from time to time.
- b) The pre-preferential allotment shareholding of the Allottees, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations.

7. Maximum number of specified securities to be issued:

The resolution as set out in the accompanying notice authorizes the Board to raise funds aggregating up to Rs. 29,99,99,816/ (Rupees Twenty-Nine Crore Ninety-Nine Lakh Ninety-Nine Thousand Eight Hundred and Sixteen Only) by way of:

- i. Issue of up to 2,63,157 (Two Lakh Sixty-Three Thousand One Hundred and Fifty-Seven Only) Convertible Warrants of Rs. 10/- each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of Rs. 10/- (Rupee Ten) ("**Equity Share(s)**") each at a price of Rs. 152/- (Rupees One Hundred and Fifty-Two Only) ("**here in after referred as warrant issue price**") including the Warrant face value of Rs. 10/- each and premium of Rs. 142/- (Rupees One Hundred and Forty-Two Only) payable in cash, aggregating up to Rs. 3,99,99,864/- (Rupees Three Crore Ninety Nine Lakh Ninety Nine Thousand Eight Hundred and Sixty Four only) ("**Warrants Issue Size**") on a preferential basis subject to the entitlement of the Warrant Holder and upon receipt of Rs. 38/- (Rupees Thirty-Eight Only) for each Warrant, which is equivalent to 25% (twenty-five per cent) of the Warrant Issue Price as upfront payment ("**Warrant Subscription Price**") entitling the Warrant Holder to apply for and get allotted one Equity Share of the Company against every Warrant held, in one or more tranches within a maximum period of 18 (eighteen) months from the date of allotment of Warrants and on payment of Rs. 114/- (Rupees One Hundred and Fourteen only) which is equivalent to remaining 75% (Seventy- five per cent) of the Warrant Issue Price, for each Warrant proposed to be converted, in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this issue, provisions of SEBI ICDR Regulations, or other applicable laws in this respect to person belonging to Promoter Category
- ii. issue of up to 17,10,526 (Seventeen Lakhs Ten Thousand Five Hundred and Twenty-Six Only) equity shares of face value INR 10/- each, for cash at an issue price of Rs. 152/- (Rupees One Hundred and Fifty-Two Only) per equity share including a premium of Rs. 142/- (Rupees One Hundred and Forty-Two Only) per equity share and on such other terms and conditions as may be determined to the below mentioned persons belonging to Non-Promoter category:

8. Intent of the promoters, directors, key managerial personnel or senior management of the company to subscribe to the offer

The following Promoters, Director(s) or Key Managerial Personnel of the Company intend to subscribe to the Convertible Warrants by way of Preferential Issue

S. No	Name	Category	Maximum Nos. of Warrants to be Allotted
1.	SRI KAKARLAPUDI SIRISHA	Promoter	2,63,157

Except as mentioned above, no other Promoters, Directors or Key Managerial Personnel of the Company will subscribe to the proposed issue and they will not be making any contribution as part of the offer.

9. Shareholding pattern of the company before and after the preferential issue;

Sl. No	Category	Pre-Issue Shareholding		Warrants / Equity Shares proposed to be allotted	Post-Issue Shareholding (Assuming full conversion of warrants)	
		No of shares held	% of share holding		No of shares held	% of share holding
A	Promoters holding:					
1	Indian:					
	Individual	1813641	22.67	263157	2076798	20.82
	Bodies Corporate	3949262	49.37		3949262	39.60
	Sub Total	5762903	72.04		6026060	60.42
2	Foreign Promoters	169128	2.11		169128	1.70
	Sub Total (A)	5932031	74.15		6195188	62.12
B	Non- Promoters holding:					
1	Institutional Investors	4175	0.05		4175	0.04
2	Non-Institution:					
	Private Corporate Bodies	292758	3.66	822368	1115126	11.18
	Directors and Relatives	-	-		-	-
	Indian Public	1556005	19.46	888158	2444163	24.51
	Others (Including NRIs)	215031	2.68		215031	2.16
	Sub Total (B)	2067969	25.85		3778495	37.88
	Grand Total	8000000	100		9973683	100

Notes:

1. The pre-issue shareholding pattern is as on the latest BENPOS date i.e. Friday, December 13, 2024.
2. *Post issue shareholding is provided assuming all the Warrants allotted pursuant to this issue are converted into Equity Shares of the Company*
3. Post shareholding structure may change in future depending upon any other corporate action in between.

10. Time frame within which the preferential issue shall be completed

In terms of Regulation 170 of the SEBI ICDR Regulations, the preferential allotment of said Equity Shares and Convertible Warrants will be completed within a period of 15 (fifteen) days from the date of passing of special resolution. Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

11. Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares, Convertible Warrants proposed to be allotted and/or who ultimately control the proposed allottees; The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the company consequent to the preferential issue

S. No	Name of the proposed allottee	Category (promoter /non promoter)	Ultimate Beneficial Owners (If applicable)	Pre-Issue Equity holding		No. of warrants proposed to be allotted	No. of Equity Shares proposed to be allotted	Post issue Equity holding (including conversion of Warrants)	
				No. of shares	% of holding			No. of shares	% of holding
1.	SRI KAKARLAPUDI SIRISHA	Promoter (Individual)	N.A	1,07,856	1.35	2,63,157	-	3,71,013	3.72
2.	GREENPATH ENERGY PRIVATE LIMITED	Non-Promoter (Body Corporate)	1. SINGAVARAPU JAYALAXMI – PAN: AFSPJ2919N 2. LALITHA SREE SINGAVARAPU PAN: ATFPS3820A	-	-	-	8,22,368	8,22,368	8.25
3.	R VENKATA NARAYANA	Non-Promoter (Individual)	N.A	-	-	-	7,56,579	7,56,579	7.59
4.	SAI PRASANNA MANCHINENI	Non-Promoter (Individual)	N.A	-	-	-	98,684	98,684	0.99
5.	PANKAJ RAINA	Non-Promoter (Individual)	N.A	4,170	0.05	-	32,895	37,065	0.37
Total				1,12,026	1.40	2,63,157	17,10,526	20,85,709	20.92

Notes:

1. Assuming all the Warrants issued pursuant to this issue are converted into Equity Shares of the Company.
2. The pre-issue shareholding pattern is as on Friday, December 13, 2024.
3. In the event of any corporate action between the date of this notice and the date of allotment of Equity Shares, Convertible Warrants, allotment of Equity Shares on conversion of warrants, the shareholding pattern shall stand modified accordingly;
4. There is no change in the control of the company post preferential issue expect change of shareholding by the respective shareholders.
5. There will be no change of control in the Company consequent to the preferential issue.

12. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue

The percentage of post preferential issue capital that may be held by the allottee(s) has been mentioned under point 11 above. Upon the issuance and allotment of the equity shares, convertible warrants and equity shares in exchange of the Warrants, there is no likely change of control of the Company expect change of shareholding by the respective shareholders.

13. Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so

Not applicable for the proposed issue of equity shares and convertible warrants.

14. Undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees

Not applicable for the proposed issue of equity shares and convertible warrants.

15. Disclosures specified in Schedule VI of SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower:

The Company, its Promoters and its Directors are not categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower.

None of its directors or promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.

16. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter.

S. No.	Name of Allottee	Current Status	Post Status
1.	SRI KAKARLAPUDI SIRISHA	Promoter	Promoter
2.	GREENPATH ENERGY PRIVATE LIMITED	Non Promoter	Non Promoter
3.	R VENKATA NARAYANA	Non Promoter	Non Promoter
4.	SAI PRASANNA MANCHINENI	Non Promoter	Non Promoter
5.	PANKAJ RAINA	Non Promoter	Non Promoter

There will be no change of control in the Company consequent to the preferential issue. Further, there will be no change in the status of the proposed allottees consequent to the preferential issue.

17. Practicing Company Secretary's Certificate:

The certificate from Mr. Y. Ravi Prasada Reddy, (M. No: FCS 5783, CP No: 5360), Proprietor of M/s RPR & Associates, Practicing Company Secretaries, having office at Flat No: 401, 4th Floor, Sri Sai Sarawathi Nilayam, H.No: 5-5-33/26/A/1, Plot No. 77, Maitri Nagar, Kukatpally, Hyderabad – 500072, certifying that the preferential issue of Equity Shares and Convertible Warrants is being made in accordance with the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as required under Chapter V, Regulation 163 of SEBI ICDR Regulations has been obtained. The copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website at the link: www.everestorganicsltd.com

18. Listing:

The Company will make an application to the Stock Exchange namely BSE Limited at which the existing equity shares of the company are listed, for listing of the Equity Shares allotted by way of preferential allotment and also equity shares to be allotted on conversion of Warrants allotted on preferential basis. The Equity Shares, once allotted, shall rank pari-passu with the then existing Equity Shares of the Company in all respects.

19. Terms of Issue

Terms of Issue of the Convertible Warrants

The issue and allotment of the Convertible Warrants shall be on the following terms and conditions:

1. In accordance with the provisions of Chapter V of SEBI ICDR Regulations, 25% (Twenty-Five Per Cent) of the Warrant Issue Price, shall be paid by the Warrant Holders to the Company on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy-Five Per Cent) of the Warrant Issue Price shall be paid at the time of exercise of option to apply for conversion to fully paid up Equity Shares of the Company, against each such Warrants held by the Warrant Holder;
2. The Warrant Holders shall be entitled to exercise his/their option to convert the Warrants into Equity Shares of the Company in one or more tranches on a date as may be mutually agreed between the issuer and the warrant holder after giving a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate Warrant Exercise Price payable thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares of the Company to the Warrant Holders;
3. The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company and in the case of joint holders, the amount shall be received from the bank account of the person whose name appears first in the Application. (The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).;

4. The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. In the event the right attached to the Warrants is not exercised within 18 (eighteen) months by making the full payment for the entire allotment from the date of allotment of Warrants, the Warrants shall lapse, and the amount paid by the Warrant Holder in relation to such Warrants, at the time of subscription, shall stand forfeited; (The conversion of warrants into equity shares shall happen at any time within a period of eighteen (18) months from the date of allotment of warrants in terms of SEBI ICDR Regulations on a date as may be mutually agreed between the issuer and the warrant holder);
5. The Equity Shares arising out of conversion of Warrants will be listed on the Stock Exchange i.e BSE Limited, subject to the receipt of necessary regulatory permissions and approvals, as may be required;
6. The Equity Shares so allotted on conversion of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu with the then existing Equity Shares of the Company, including entitlement to voting powers and dividend;
7. The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the Warrant Holders thereof any rights with respect to that of an Equity shareholder of the Company;
8. The Warrants and Equity Shares allotted pursuant to the conversion of the Warrants shall be locked-in as prescribed under the SEBI ICDR Regulations;
9. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the respective allottee;
10. Warrants shall be issued and allotted by the Company only in dematerialized form;

Terms of Issue of the Equity Shares

The issue and allotment of the Equity Shares shall be on the following terms and conditions:

- i. The proposed share allottees shall be required to pay 100% of consideration, for the equity shares proposed to be allotted to them on or before the date of allotment hereof;
- ii. The respective Allottees shall make payment of consideration from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the bank account. (The consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the Proposed Allottee(s).;
- iii. The pre-preferential shareholding of the proposed share allottees, if any, and equity shares to be allotted to the proposed share allottees shall be locked-in as prescribed under the SEBI ICDR Regulations from time to time;
- iv. Allotment of the equity shares shall be made only in dematerialised form. The monies to be received by the Company from the proposed allottees for application of the equity shares pursuant to this preferential issue shall be kept in a separate bank account to be opened by the Company and shall be utilized in accordance with section 42 and 62 of the Companies Act, 2013;

- v. The equity shares shall be allotted within a period of 15 (Fifteen) days from the date of passing of this shareholders' resolution;
- vi. The Equity shares shall be issued and allotted by the Company only in dematerialized form. The equity shares so allotted shall rank pari-passu in all respect with the existing equity shares of the Company;
- vii. The Equity Shares to be allotted will be listed on the Stock Exchange i.e BSE Limited, subject to the receipt of necessary regulatory permissions and approvals, as may be required;
- viii. The Equity Shares so allotted shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu with the then existing Equity Shares of the Company, including entitlement to voting powers and dividend;

20. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

Not Applicable, since the Company has not made preferential issue of any Security during the year.

21. Undertakings:

- None of the Company, its Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) of SEBI ICDR is not applicable;
- None of the Company Directors or Promoters is fugitive economic offenders as defined under the SEBI ICDR Regulations;
- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date;
- The Warrants by itself, until exercise of conversion option and allotment of Equity Shares, do not give to the Warrant holders thereof any rights with respect to that of a shareholder of the Company;
- The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories;
- The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange namely BSE Limited where its equity shares are listed;
- The Company shall be making application seeking in-principle approval to the stock exchange namely BSE Limited, where its equity shares are listed, on the same day when this notice will be sent in respect of the Extra Ordinary General Meeting seeking shareholders' approval by way of special resolution;
- The Company is in compliance with the conditions for continuous listing;

- Since the Equity Shares have been listed on the recognized stock exchange for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of regulation and;
- The Proposed Allottees and the promoter and promoter group have not sold any equity shares during 90 trading days preceding the Relevant Date;

Accordingly, consent of the members is sought for item no. 1 & 2 of this notice by way of a Special Resolution for allotment of convertible warrants and equity shares on preferential basis.

Sri Kakarlapudi Sirisha, Managing Director and Promoter of the company is concerned or interested in the resolution at Item No. 1 of this notice only to the extent of her shareholding interest in the Company/ investing in the proposed preferential issue, in the Company.

The other Directors / Key Managerial Personnel(s) of the Company or their relatives are not concerned or interested, financially or otherwise, in the above referred resolutions at Item No. 1 & 2, of this notice except to the extent of their shareholding interest in the company.

By Order of the Board of Directors
FOR EVEREST ORGANICS LIMITED

Registered Office:

Aroor Village, Sadasivpet
Mandal, Sangareddy (Medak) District,
Telangana – 502 291
CIN: L24230TG1993PLC015426
Ph: 040-231156, 040-40040783
E-mail: www.everestorganicsltd.com

Date: December 12, 2024
Place: Hyderabad

Sd/-
Dr. Sri Kakarlapudi Sirisha
Managing Director
DIN: 06921012