



Ref. : H/NK//STX/ /2019

Date : January 25, 2019

1.	National Stock Exchange of India Limited Exchange Plaza Plot No. C/1, G Block Bandra - Kurla Complex Bandra (E), Mumbai - 400 051 Tel: 2659 8452 Fax No.: 2659 8237-38	2.	BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001. Tel: 2272 1233/8058 Extn- 8013 Fax No. 2272 2037/2039/ 2041/ 20 61
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Dear Sir/Madam,

Sub.: Notice of Extra-ordinary General Meeting

Please find attached herewith notice of calling of Extra-ordinary General Meeting of the Company to be held on Tuesday, February 26, 2019 at 11.00 am at the registered office of the Company at GAT 152, Lakhmapur, Taluka Dindori, Nashik - 422 202 (Maharashtra).

Thanking you,

Yours faithfully,
For EVEREST INDUSTRIES LIMITED

NEERAJ KOHLI
COMPANY SECRETARY & HEAD - LEGAL

Encl.: Notice of EGM

Everest Industries Limited

Everest Technopolis D-206 Sector-63 Noida - 201301 Uttar Pradesh Tel +(91) -120-4791800 India
Helpline 1800 41 91 991 info@everestind.com www.everestind.com

Regd. Office GAT No. 152 Lakhmapur Taluka Dindori Nashik 422 202 Maharashtra Tel +91 2557 250375/462 Fax +91 2557 250376

Corporate Identity Number : L74999MH1934PLC002093



Everest Industries Limited

Registered Office: GAT 152, Lakhmapur, Taluka Dindori, Nashik-422202 (Maharashtra)
Tel +91 2557 250375/462, Fax +91 2557 250376, E-mail: compofficer@everestind.com, Website: www.everestind.com
CIN L74999MH1934PLC002093

NOTICE

Dear Members,

Notice is hereby given that an Extraordinary General Meeting ("EGM" or "Meeting") of Everest Industries Limited ("Company"), on the requisition of Falak Investment Private Limited, which holds 47.22% of the equity share capital of the Company, will be held on Tuesday, 26th February, 2019, at 11.00 a.m. at the registered office of the Company at GAT 152, Lakhmapur, Taluka Dindori, Nashik-422202 (Maharashtra) to transact the following business:

SPECIAL BUSINESS:

Item No. 1

REMOVAL OF MR. A V SOMANI AS DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, Mr. A. V. Somani (Director Identification Number 00046286) who is currently serving as whole time director of the Company, be and is hereby removed from the office of director of the Company with effect from the date of this meeting.

RESOLVED FURTHER THAT the Company Secretary and all the directors of the Company, be and are hereby, severally, authorized to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable, and to sign and execute all necessary documents, applications and returns, for the purpose of giving effect to the aforesaid resolution including filing of necessary e-form with the Registrar of Companies."

Item No. 2

APPOINTMENT OF MR. NAROTAM SEKHSARIA AS A NON-EXECUTIVE DIRECTOR:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152(2) and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, Mr. Narotam Sekhsaria (Director Identification Number 00276351) in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, and who is eligible for appointment as a Director, be and is hereby appointed as a non-executive director of the Company.

RESOLVED FURTHER THAT the Company Secretary and all the directors of the Company, be and are hereby, severally, authorized to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable, and to sign and execute all necessary documents, applications and returns, for the purpose of giving effect to the aforesaid resolution including filing of necessary e-form with the Registrar of Companies."

Item No. 3

APPOINTMENT OF MS. PADMINI SOMANI AS A NON-EXECUTIVE DIRECTOR:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152(2) and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, Ms. Padmini Somani (Director Identification Number 00046486) in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, and who is eligible for appointment as a Director, be and is hereby appointed as a non-executive director of the Company.

RESOLVED FURTHER THAT the Company Secretary and all the directors of the Company, be and are hereby, severally, authorized to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable, and to sign and execute all necessary documents, applications and returns, for the purpose of giving effect to the aforesaid resolution including filing of necessary e-form with the Registrar of Companies."

NOTES:

1. The Board of Directors at its meeting held on January 23, 2019, have approved the convening of the EGM and the issue of the Notice of the said Meeting. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the business as set out in the Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. A person can act as a proxy on behalf of members (not exceeding 50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or member.
4. The instrument of proxy, in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the time for holding the Meeting. A proxy form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolution or authority, as applicable, issued by the member organization.
5. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
6. Members are requested to bring their attendance slip along with their copy of the Notice to the Meeting.

7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote.
8. The Special Notice and Requisition dated January 14, 2019 received from Falak Investment Private Limited and the Notice dated January 14, 2019 received from Falak Investment Private Limited under Section 160 of the Companies Act, 2013 signifying its intention to appoint Mr. Narotam Sekhsaria and Ms. Padmini Somani as Non-Executive Directors of the Company, in original, are available for inspection by the Members at the Registered Office of the Company between 10.00 a.m. to 2.00 p.m. on any working day of the Company up to the date of the Meeting. The said documents shall also be available for inspection at the venue of the Meeting.
9. Electronic copy of the Notice is being sent to all the members whose email IDs are registered with the Company/ depository participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice is being sent in the permitted mode.
10. A route map showing directions to reach the venue of the Meeting forms part of this Notice.

11. Process and Manner for voting through electronic means:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at this EGM by electronic means and the business may be transacted through e-Voting Service. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by Central Depository Services (India) Limited ("CDSL").
- II. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM. A person, who is not a member as on the cut-off date, should treat this Notice for information purposed only. Members can opt for only one mode of voting i.e. either by Ballot Form or remote e-voting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
- III. The instructions for shareholders voting electronically are as under:
 - i. The remote e-voting period commences on Saturday, February 23, 2019 at 9:00 am and ends

on Monday, February 25, 2019 at 5:00 pm. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, February 19, 2019 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- ii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iii. Click on Shareholders / Members
- iv. 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) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first-time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p>

	<ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).
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- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant "Everest Industries Limited" on which you choose to vote.
- xii. 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.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvii. If a demat account holder has forgotten the changed 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.

xviii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the

instructions as prompted by the mobile app while voting on your mobile.

xix. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
 - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- xx. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 email to helpdesk.evoting@cdslindia.com or call 1800225533.
 - IV. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Tuesday, February 19, 2019.
 - V. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.
 - VI. Mr. Tanuj Vohra, Company Secretary (Membership No. F5621) and in his absence Ms. Anuja Singh Parihar, Company Secretary (Membership No. 38741) of M/s. TVA & Co. LLP, Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting at EGM and remote e-voting process in a fair and transparent manner.

VII. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of ballot paper for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.

VIII. The Scrutinizer shall after the conclusion of voting at the EGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company, and shall submit a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or in his absence to the Managing Director or Executive Director of the Company, who shall countersign the same and declare the result of the voting forthwith. Scrutinizer shall within a period of not exceeding 48 hours from the conclusion of the Meeting, submit its Report of the votes cast in favour or against, if any, forthwith to the Chairman or in his absence Managing Director or Executive Director of the Company.

IX. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.everestind.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him and the same shall be communicated to BSE and NSE.

12. Members are requested to support the "Green Initiative" by registering their Email address with the Company, if not already registered. Those members who have changed their Email ID are requested to register their new Email ID with the Company in case the shares are held in physical form and with the Depository Participant where shares are held in Demat mode.

13. As per Section 118(10) of the Companies Act, 2013, read with the Secretarial Standard 2 on General Meetings issued by Institute of Company Secretaries of India, "No gifts, gift coupons or cash in lieu of gifts shall be distributed to members in connection with the meeting".

By Order of the Board
For Everest Industries Limited
Neeraj Kohli
Company Secretary & Head-Legal
Membership No. FCS 3089

Mumbai, January 23, 2019
Regd. Office: GAT 152, Lakhmapur, Taluka Dindori
Nashik- 422202, Maharashtra
Tel : 02557-250375/462, Fax : 02557-250376
CIN: L74999MH1934PLC002093
E-mail : compofficer@everestind.com
Website: www.everestind.com

EXPLANATORY STATEMENT

The following Explanatory Statement in terms of Section 102 of the Companies Act, 2013 is annexed to and forms part of the Notice convening EGM:

Item No. 1

Falak Investment Private Limited ("Falak") is the promoter of Everest Industries Limited ("the Company") and holds 73,83,470 equity shares aggregating to 47.22% of the Company's paid up equity share capital.

Falak has sent to the Company a Special Notice and Requisition dated January 14, 2019 for convening an EGM, to consider and if thought fit, to pass, with or without modification, an Ordinary Resolution for removal of Mr. A V Somani as Director of the Company, a copy of which is annexed hereto as

Annexure A.

Mr. Somani was appointed as an Additional Non-Executive Director of the Company by the Board on November 7, 2005 and by the shareholders at the Annual General Meeting held on July 26, 2006. He was appointed as Whole Time Director designated as Chairman with effect from June 21, 2010 for a period of 3 years and thereafter, reappointed at Annual General Meeting held on July 26, 2013 for further period of 3 years. His present tenure as Whole Time Director designated as Chairman of the Company is up to June 20, 2021 which was approved by the shareholders at the Annual General Meeting held on June 29, 2016.

Mr. Somani is presently chairman of the Corporate Social Responsibility Committee and a member of the Stakeholder Relationship Committee.

The Board of Directors of the Company would like to clarify that the copy of the Special Notice issued by Falak is being sent along with this Notice with a view to provide the relevant background concerning item no. 1 of special business to be transacted at the EGM. Consequently, the Company, the Board of Directors of the Company and its officers do not take any responsibility for the same.

Pursuant to Section 169(4) of the Act, the Director being sought to be removed has a right to make representation to the shareholders in the manner stated therein. In case Mr. Somani makes a representation to the shareholders in respect of his removal, the same shall be circulated to the shareholders, if time permits, in terms of Section 169(4) and subject to the proviso to the said Section.

In terms of the agreement dated July 1, 2016 between the Company and Mr Somani, upon Mr Somani ceasing to be a director on the board of the Company, he shall also cease to be the Chairman of the Company.

Other than Mr. Somani (a Director and member of the Company), none of the other Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the resolution as set out at Item No. 1 of the Notice.

Item No. 2

The Company received a notice dated January 14, 2019 from Falak under Section 160 of the Companies Act, 2013, stating its intention to propose the candidature of Mr. Narotam Sekhsaria

for the office of Non-Executive Director of the Company, along with the deposit as prescribed.

Falak has provided the following information in relation to the proposed candidature of Mr Sekhsaria:

Mr. Sekhsaria is a doyen of the Indian Cement Industry and one of the most respected business personalities in India. He introduced new standards in manufacturing, management, marketing efficiency and corporate social responsibility to an industry he has helped transform.

A first-generation industrialist, Mr. Sekhsaria, did his Bachelor's in Chemical Engineering with honours and distinction from the University of Bombay. As a principal founder-promoter of Ambuja Cements Limited, he was the Chief Executive & Managing Director of Ambuja Cements Limited since its inception in April, 1983 till January 2006. He is now non-executive Chairman of Ambuja Cements Limited.

During his tenure, Ambuja Cements Limited grew from 0.7 million tonne capacity to 29.65 million tonnes as on 01.01.2019, from one location foot print to a pan-India company which set the bench mark for the Cement Industry across every significant business parameter.

Mr. Narotam Sekhsaria was a Trustee on the Board of Trustees of UTI (1993-2001), as a nominee of the IDBI and member of the Executive Committee of UTI. He was the Vice-Chairman of GRUH Finance Ltd, a co—investment of Ambuja Cement with HDFC. He was also on the Board of Governors of Indian Institute of Technology (IIT) Kharagpur.

Mr. Sekhsaria does not own any shares in the Company by himself or on a beneficial basis for any other person in the Company. He is not interested, financially or otherwise, with the current directors of the Company (other than of his current legal status of being father in-law of Mr. A.V. Somani who is a whole-time director on the board of the Company). Ms. Padmini Somani, daughter of Mr. Sekhsaria, directly and indirectly, holds 100% shareholding of each of Falak Investment Private Limited and Trapu Cans Private Limited, which together hold 48.10% of the equity share capital of Company. Falak Investment Private Limited and Trapu Cans Private Limited are the promoters of the Company.

Other than Mr. A V Somani (by virtue of his current legal status of being the son-in-law of Mr. Sekhsaria), none of the Directors or Key Managerial Personnel of the Company or their respective relatives, is concerned or interested in the resolution as set out at item no. 2 of the Notice.

Item No. 3

The Company received a notice dated January 14, 2019 from Falak under Section 160 of the Companies Act, 2013, stating its intention to propose the candidature of Ms. Padmini Somani for the office of Non-Executive Director of the Company, along with the deposit as prescribed.

Falak has provided the following information in relation to the proposed candidature of Ms Padmini Somani:

Ms. Padmini Somani is a Principal in the Narotam Sekhsaria Family office ("NSFO"), set up from the family's divestment from

Ambuja Cement. Ms. Padmini Somani is also the Managing Director of Madhurima International Private Limited, which is a part of NSFO.

She completed her bachelor's in arts in Economics from Sophia College for Women, Mumbai 1996 and thereafter she pursued a Post Graduate Diploma in Economics from London School of Economics, London in 1997. She has also graduated from the University of London, UK in 2000 with an MSc in Financial Economics. Ms. Padmini Somani has been the winner of the Mahindra Trust Scholarship for Excellence for 3 consecutive years and has also been awarded the prestigious Sophia College Silver Jubilee Pendant and more recently "the Distinguished Alumnus" award from her Alma Mater.

Ms. Padmini Somani has been active in the philanthropy and development space for over 20 years. She is the vision behind Salaam Bombay Foundation that she founded in 2002, working with more than 3 million children across India. Having established the largest preventive school-based program in tobacco control in India she has also received a number of awards and recognitions including from the World Health Organization, and the Mayor citation from Mr. Michael Bloomberg. She also heads the Narotam Sekhsaria Foundation, a family philanthropy that is engaged in health, education and livelihood programs, with interventions in rural and urban areas focused on community health preventive and promotive healthcare, capacity building, policy advocacy and systemic change.

Ms. Padmini Somani also serves on various companies, charities and educations institutes including the prince Aly Khan Hospital, Ambuja Cement Foundation and Indian Institute for Craft Design (IICD), Jaipur.

She does not hold any shares in the Company by herself or on a beneficial basis for any other person in the Company. Ms. Padmini Somani, directly and indirectly, holds 100% shareholding of each of Falak Investment Private Limited and Trapu Cans Private Limited which together hold 48.10% of the equity share capital of the Company. Falak Investment Private Limited and Trapu Cans Private Limited are the promoters of the Company.

Other than Mr. A V Somani (by virtue of his current legal status of being the husband of Ms. Padmini Somani), none of the other Directors or Key Managerial Personnel of the Company or their respective relatives, is concerned or interested in the resolution as set out at Item No. 3 of the Notice.

By Order of the Board
For Everest Industries Limited
Neeraj Kohli
Company Secretary & Head-Legal
Membership No. FCS 3089

Mumbai, January 23, 2019
Regd. Office: GAT 152, Lakhmapur, Taluka Dindori
Nashik- 422202, Maharashtra
Tel : 02557-250375/462, Fax : 02557-250376
CIN: L74999MH1934PLC002093
E-mail : compofficer@everestind.com
Website: www.everestind.com

Details of Directors seeking appointment at the EGM pursuant to Regulations 26(4) and 36(3) of Listing Regulations and Secretarial Standards – 2 on General Meetings:

Name of Director	Mr. Narotam Sekhsaria	Ms. Padmini Somani
Date of Birth	21.09.1949	06.09.1975
Age	69 years	43 years
Experience (including expertise in specific functional areas)	<p>Mr Sekhsaria is an industrialist and has extensive experience in the cement industry and has successfully built Ambuja Cement into an efficient and profitable cement company.</p> <p>He is a director and chairman of two listed companies, ACC Limited and Ambuja Cements Limited. He has held leadership positions in various companies.</p>	<p>Ms Padmini Somani has experience in sectors including technology, human capital, financial intermediation, retail and general management.</p> <p>Ms Somani has been active in the philanthropic and development space. She has been recognised for her work in youth education, health, and skilling programmes with vulnerable and marginal populations.</p>
Date of first appointment on the Board	-	-
Qualifications	Bachelor's in Chemical Engineering	Bachelor's in Arts in Economics, Post Graduate Diploma in Economics from London School of Economics, MSc in Financial Economics, University of London
Remuneration last drawn	-	-
Names of other entities (including listed entities) in which the person also holds the directorship.	<ul style="list-style-type: none"> • ACC Limited (listed) • Ambuja Cements Limited (listed) • JM Financial Asset Reconstruction Company Limited • Radha Madhav Investments Private Limited • Ambuja Cement Foundation • Narotam Sekhsaria Foundation 	<ul style="list-style-type: none"> • Trapu Investments Pvt. Ltd. • Trapu Cans Pvt. Ltd • Salaam Bombay Foundation • Narotam Sekhsaria Foundation • Ambuja Cements Foundation • Aga Khan Health Services India • Radha Madhav Investments Pvt. Ltd. • Madhurima International Pvt. Ltd. • GACL Finance Pvt. Ltd. • Falak Investment Pvt. Ltd.
Names of other listed entities in which the person also holds membership/Chairmanship of Committees of the board	<ul style="list-style-type: none"> • ACC Limited – Member of Nomination & Remuneration Committee • Ambuja Cements Limited – Member of Nomination & Remuneration Committee and Chairman of Social Responsibility Committee 	-
Shareholding in the Company as on 18 th January, 2019	<p>Nil</p> <p>(Refer to Item No 2 in the notice and the corresponding explanatory statement)</p>	<p>Nil</p> <p>(Refer to Item No 3 in the notice and the corresponding explanatory statement)</p>
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Current legal status as the Father- in-law of Mr. A.V. Somani, Whole Time Director of the Company	Current legal status of wife of Mr. A.V. Somani, Whole Time Director of the Company
Number of Meetings of Board attended during the year	N.A	N.A.
Terms and conditions of appointment	Refer to item no. 2 of the Notice and the corresponding Explanatory Statement	Refer item no. 3 of the Notice and the corresponding Explanatory Statement

Ref. No. 001/2019

January 14, 2019

To
The Board of Directors,
Everest Industries Limited,
GAT No 152, Lakhmapur, Taluka Dindori,
Nashik 422202

Madam/ Sir,

Re: **Special Notice and Requisition under the applicable provisions of the Companies Act, 2013 and the Rules framed thereunder for convening an Extraordinary General Meeting of the shareholders of Everest Industries Limited (the "Company")**

1. Falak Investment Private Limited ("**Falak**") is a shareholder of the Company and holds, as on the date of this letter, 73,83,470 equity shares, which as of December 31, 2018, represented 47.22% of the paid-up equity share capital of the Company.
2. Pursuant to Section 100(2)(a) and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, we submit this requisition to you for convening an Extraordinary General Meeting of the shareholders of the Company in the manner prescribed under applicable law, to pass the following resolution.

REMOVAL OF MR. A.V. SOMANI AS DIRECTOR:

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

"RESOLVED THAT pursuant to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, Mr. A.V. Somani (Director Identification Number 00046286) who is currently serving as whole time director of the Company, be and is hereby removed from the office of director of the Company with effect from the date of this meeting.

RESOLVED FURTHER THAT, the Company Secretary and all directors of the Company, be and are hereby, severally, authorized to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable, and to sign and execute all necessary documents, applications and returns, for the purpose of giving effect to the aforesaid resolution including filing of necessary e-form with the Registrar of Companies."

3. This is also a special notice under Section 169(2) read with Section 115 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder for the aforesaid purpose.



4. The Board of Directors of Everest Industries Limited is requested to take all necessary action to call for and conducting the Extraordinary General Meeting, as requisitioned by us, in accordance with applicable law, including Sections 100, 101 and 102 of the Companies Act, 2013 and Rule 23(3) of the Companies (Management and Administration) Rules, 2014.
5. We also direct the Company to share any representation received from Mr. A.V. Somani under Section 169(4) with Falak immediately on receipt of the same (including at the correspondence address of the undersigned as provided) and to undertake any dissemination of the same (including under applicable law) only after receipt of consent from Falak, in order to enable Falak to exercise its statutory rights under the proviso to Section 169(4) of the Companies Act, 2013 effectively as well as for taking appropriate legal recourse in case the content of such representation is defamatory. Falak reserves its rights and reliefs under law to proceed against issuance (including dissemination thereof) of any defamatory content of concern to Falak and its shareholders.
6. We request you to please disclose the receipt of this Special Notice and Requisition, along with its copy, to the BSE Limited and the National Stock Exchange of India Limited under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as this constitutes material information.

Yours faithfully,

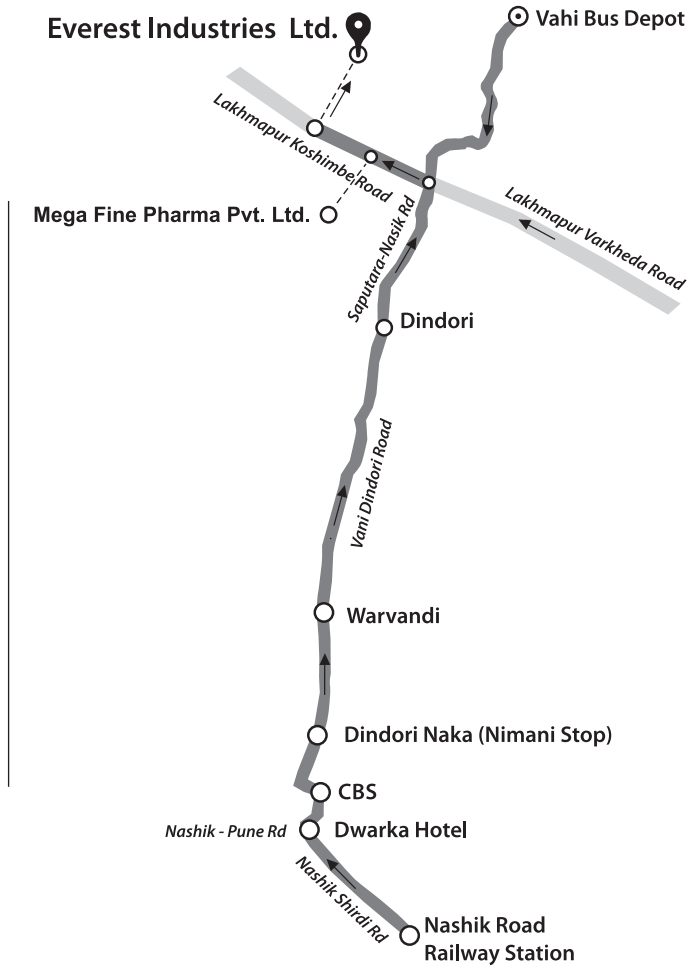
For Falak Investment Private Limited


(Director)



**Route Map of the venue of the
Extra-Ordinary General Meeting**

Day : Tuesday
Date : February 26, 2019
Time : 11:00 A.M.
Venue : GAT 152,
Lakhmapur, Taluka Dindori,
Nashik - 422202 (Maharashtra)



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ATTENDANCE SLIP

EVEREST INDUSTRIES LIMITED

CIN : L74999MH1934PLC002093

Regd. Office: GAT 152, Lakhmapur, Taluka Dindori, Nashik - 422 202, Maharashtra.
 Phone : 02557-250375/462, Fax : 02557-250376, E-mail Id: compofficer@everestind.com

I/WeR/o hereby record my/our presence at the Extra Ordinary General Meeting of the Company held on Tuesday, the 26th February, 2019 at 11.00 a.m. at GAT 152, Lakhmapur, Taluka Dindori, Nashik - 422 202, Maharashtra.

DPID * : _____	Folio No. : _____
Client Id * : _____	No. of Shares : _____

* Applicable for investors holding shares in electronic form.

Signature of member/ proxy



PROXY FORM

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

EVEREST INDUSTRIES LIMITED

CIN : L74999MH1934PLC002093

Regd. Office: GAT 152, Lakhmapur, Taluka Dindori, Nashik - 422 202, Maharashtra.
 Phone : 02557-250375/462, Fax : 02557-250376, E-mail Id: compofficer@everestind.com

Name of the Member(s) :		E-mail Id :	
Registered address :		Folio No. :	
		Client ID* :	
		DPID* :	

I/We, being the member(s) ofshares of Everest Industries Limited, hereby appoint :

- 1)..... of..... having e-mail id or failing him
- 2)..... of..... having e-mail id or failing him
- 3)..... of..... having e-mail id or failing him

and whose signature(s) are appended below as my/ our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Tuesday, the 26th February, 2019 at 11.00 a.m. at GAT 152, Lakhmapur, Taluka Dindori, Nashik - 422202, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolutions		For	Against
1.	REMOVAL OF MR. A V SOMANI AS A DIRECTOR		
2.	APPOINTMENT OF MR. NAROTAM SEKHSARIA AS NON-EXECUTIVE DIRECTOR		
3.	APPOINTMENT OF MS. PADMINI SOMANI AS NON-EXECUTIVE DIRECTOR		

* Applicable for investors holding shares in electronic form.

Signed this day of, 2019.

Affix Revenue Stamp and sign across the stamp

.....
Signature of member

.....
Signature of first proxy holder

.....
Signature of second proxy holder

.....
Signature of third proxy holder

NOTES:

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.**
2. A Proxy need not be a member of the company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
- **4. This is optional. Please put a '√' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
6. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.