



Ref: H/NK/STX/ /2019
Date: February 28, 2019

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	BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001 Tel.: 2272 1233/8058 Extn - 8013 Fax No. : 2272 2037/2039/2041/2061
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Dear Sir/Madam,

Sub.: Postal Ballot Notice dated February 27, 2019

Pursuant to regulation 30 and Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Postal Ballot Notice dated February 27, 2019 seeking approval of the members of the Company by way of Special Resolutions through postal ballot, including electronic-voting ("e-voting") in respect of matters as set out in the Postal Ballot Notice.

The Postal Ballot Notice, along with other relevant documents, are being sent to all the members whose names appear in the register of members/ beneficial owners received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on February 22, 2019 ("Cut-off date).

The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members. The voting through Postal Ballot Form and through e-voting will commence from Friday, March 1, 2019 (9:00 A.M. IST) and shall end on Saturday, March 30, 2019 (5:00 P.M. IST). The results of the postal ballot will be announced on or before Monday, April 1, 2019.

You are requested to kindly take the same on your records.

Thanking you,

Yours faithfully,
For EVEREST INDUSTRIES LIMITED

NEERAJ KOHLI
COMPANY SECRETARY & HEAD - LEGAL

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

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear member(s),

Notice is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws and regulations, if any, that the Special Resolutions as set out in this Notice, are proposed to be passed by the members through Postal Ballot including electronic voting for Postal Ballot (“e-voting”).

The explanatory statement pursuant to Section 102 of the Act setting out the material facts concerning the proposed Special Resolutions and the reasons thereof is annexed herewith.

Members of the Everest Industries Limited (“the Company”) desiring to exercise their vote by Postal Ballot Form are requested to carefully read the instructions printed overleaf on the Postal Ballot Form and return the same duly completed in the enclosed postage prepaid self-addressed Business Reply Envelope. Postal Ballot Form, if sent by courier or by registered post / speed post at the expense of the member shall also be accepted. The Postal Ballot Form may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed Postal Ballot Form should reach the Scrutinizer not later than **5:00 PM (IST) on Saturday, March 30, 2019** to be eligible for being considered, failing which, it will be treated as if no reply has been received from the member.

In compliance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing

Regulations”) and the provisions of Section 108 & 110 of the Act, read with Rule 20 & 22 of the Rules, the Company is also providing e-voting facility to its members to enable them to cast their votes electronically instead of depositing/dispatching Postal Ballot Form. Members desiring to opt for e-voting are requested to read the instructions in the Notes under the section “INSTRUCTIONS FOR E-VOTING”. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) for the purpose of providing e-voting facility to all its members. Members have the option to vote either through e-voting or through Postal Ballot Form.

The members can opt for only one mode of voting, i.e., either by Postal Ballot Form or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Postal Ballot Forms will be treated as invalid.

The Board of Directors (“the Board”) of the Company have appointed Mr. Tanuj Vohra, (ICSI membership no. 5621 & certificate of practice no. 5253), designated partner of M/s TVA & Co. LLP, Practicing Company Secretaries, as the Scrutinizer, for conducting Postal Ballot (including e-voting) process in a fair and transparent manner, in accordance with the applicable provisions of the Act & Rules.

The Scrutinizer shall submit his report to the Chairman or any other person authorised by him after the completion of the scrutiny of the Postal Ballot Forms and votes cast by e-voting. The results of Postal Ballot shall be declared on or before **5:00 PM (IST), Monday, April 1, 2019**, at the registered office of the Company by placing on the website of the Company at www.everestind.com and will be displayed on the notice board at the registered office of the Company. The results of Postal Ballot will be communicated to the Stock Exchanges where the equity shares of the Company are listed and will also be displayed on the CDSL e-voting website at www.evotingindia.com.

The Special Resolution(s), if passed by requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed Postal Ballot Forms/e-voting i.e. **Saturday, March 30, 2019.**

SPECIAL BUSINESS:

Item No. 1 – To re-appoint Mr B L Taparia as an Independent Director and in this regard 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 Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, Mr B L Taparia (DIN: 00016551), who was appointed as an Independent Director and who holds office of Independent Director upto March 31, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five (5) consecutive years with effect from April 1, 2019 upto March 31, 2024.

RESOLVED FURTHER THAT the Company Secretary and all the Directors of the Company, be and are hereby, severally, authorised 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, letters 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 – To re-appoint Mrs Bhavna G Doshi as an Independent Director and in this regard 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 Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013

and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, Mrs Bhavna G Doshi (DIN: 00400508), who was appointed as an Independent Director and who holds office of Independent Director upto March 31, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five (5) consecutive years with effect from April 1, 2019 upto March 31, 2024.

RESOLVED FURTHER THAT the Company Secretary and all the Directors of the Company, be and are hereby, severally, authorised 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, letters and returns, for the purpose of giving effect to the aforesaid resolution including filing of necessary e-form with the Registrar of Companies.”

By Order of the Board
For Everest Industries Limited

Neeraj Kohli
Company Secretary and Head - Legal

February 27, 2019
Mumbai

Membership No: FCS 3089

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of Special Businesses stating all material facts and the reasons for the proposed Special Resolutions to be passed through Postal Ballot (including e-voting) is annexed herewith the Notice.
2. The Postal Ballot Notice (“Notice”) is being sent to the members whose names appear on the register of members / list of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India)

Limited ("CSDL") as on close of working hours on **Friday, February 22, 2019** ("cut-off date"). A person who is not a member as on cut-off date shall treat this Notice for information purpose only. The Notice is being sent to members in electronic form on the e-mail addresses registered with their Depository Participants (in case of electronic shareholding)/ the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For members whose e-mail IDs are not registered, physical copies of the Notice along with Postal Ballot Forms and postage prepaid self-addressed Business Reply Envelope are being sent by permitted mode.

3. Members whose names appear on the register of members / list of Beneficial Owners as on **Friday, February 22, 2019** will be considered for the purpose of voting through Postal Ballot (including e-voting).
4. The members can opt for only one mode of voting, i.e., either by Postal Ballot Form or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Postal Ballot Form will be treated as invalid.
5. Voting rights shall be reckoned on the paid-up value of equity shares registered in the names of the members as on **Friday, February 22, 2019**.
6. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) opting for Postal ballot instead of e-voting are also required to send certified true copy of the Board Resolution / Power of Attorney/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
7. A member cannot exercise his vote by proxy on Postal Ballot Form.
8. Material documents referred to in the explanatory statement, if any, shall be available for inspection at the Company's registered office at GAT 152, Lakhmapur, Taluka Dindori, Nashik - 422 202

(Maharashtra) between 11.00 AM to 1.00 PM on all working days from the date of dispatch of the Notice till **Saturday, March 30, 2019**.

9. This Notice will also be placed on the website of the Company i.e. www.everestind.com and also on the CDSL e-voting website at www.evotingindia.com.

INSTRUCTIONS FOR VOTING BY POSTAL BALLOT FORM

1. Members desirous of exercising vote by Postal Ballot Form should complete the Postal Ballot Form in all respects and send it to the Scrutinizer at D-206, Sector-63, Noida – 201301 (Uttar Pradesh) in the attached self-addressed prepaid Business Reply Envelope which shall be properly sealed with adhesive or adhesive tape. However, envelope containing Postal Ballot Form, if sent by courier at the expense of the member will also be accepted. The members are requested to convey their assent or dissent in the enclosed Postal Ballot Form.
2. A Postal Ballot Form and a self-addressed prepaid envelope are attached to this Notice. The self-addressed prepaid Business Reply Envelope bears the address to which duly completed Postal Ballot Form is sent.
3. The Postal Ballot Form should be signed by the members as per the specimen signatures registered with the Company's Registrar and Share Transfer Agents ("RTA") / Depository. In case the equity shares are jointly held, Postal Ballot Form should be completed and signed as per the specimen signatures registered with RTA/Depository by the first name member and in his/her absence, by the next named member.
4. In case of equity shares held by the members other than the individual members, the duly completed Postal Ballot Form should be signed by the authorized signatory and it should be accompanied by a certified copy of Board Resolution/ Authorisation together with the specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.

5. Holder(s) of Power of Attorney(s) ("POA") on behalf of the member(s) may vote by Postal Ballot Form. Postal Ballot Form signed by the holder of POA for and on behalf of member(s) of the Company must be accompanied by the copy of POA duly certified by Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a public office and authorized to use the seal of his office.
6. The duly completed Postal Ballot Form should reach the Scrutinizer not later than **5:00 PM (IST) on Saturday, March 30, 2019**. Postal Ballot Form received after this date will be treated as if reply from such member has not been received. The members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
7. There will be only one Postal Ballot Form for every folio/client ID irrespective of the number of the joint members. On receipt of duplicate Postal Ballot Form, the original will be rejected.
8. In case a member is desirous of obtaining a printed Postal Ballot Form (*in case Notice and other documents has been sent through e-mail*) or a duplicate, he or she may send an e-mail to compofficer@everestind.com or admin@mcsregistrars.com or a letter at Everest Industries Limited, D-206, Sector – 63, Noida – 201301.
9. The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided in Postal Ballot Form for assent or dissent. Postal Ballot Form bearing tick marks in both the columns will render the form invalid.
10. Incomplete, unsigned or incorrectly filled Postal Ballot Form shall be rejected. No other form or photocopy of the attached Postal Ballot Form will be permitted.
11. Members are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
12. The Scrutinizer's decision on the validity of the Postal Ballot/e-voting shall be final.
13. A member need not use all his / her votes nor does he / she need to cast his / her votes in the same way.

INSTRUCTIONS FOR E-VOTING

In compliance with provisions of Sections 108 and 110 of the Act read with Rules prescribed thereunder, as amended time to time, and Regulation 44 of the Listing Regulations, the Company is pleased to provide e-voting facility to its members, holding shares in physical or dematerialized form, to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice through the e-voting facility.

The Company has engaged the services of CDSL as the authorised agency to provide the facility of casting of votes by using an e-voting. It may be noted that once the vote on a resolution is casted by the member through e-voting, the member shall not be allowed to change it subsequently.

The instructions for members voting electronically are as under:

- i. The remote e-voting period commences on **Friday, March 1, 2019 at 9:00 am** and ends on **Saturday, March 30, 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. **Friday, February 22, 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 will 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).

- 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.

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. **Friday, February 22, 2019.**

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 CDSL e-voting website immediately after the declaration of result by the Chairman or a person authorized by him and the same shall be communicated to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

EXPLANATORY STATEMENT PERTAINING TO ITEM NO 1 & 2

Mr B L Taparia and Mrs Bhavna G Doshi were appointed as Independent Directors on the Board of the Company pursuant to the provisions of section 149 of the Companies Act, 2013 (“Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) for a period of five (5) years with effect from April 1, 2014. They hold office as Independent Directors of the Company upto March 31, 2019.

The Nomination and Remuneration Committee of the Board, on the basis of the report of performance evaluation of Independent Directors has recommended the re-appointment of Mr B L Taparia and Mrs Bhavna G Doshi as Independent Directors for a second term of five (5) years on the Board of the Company with effect from April 1, 2019 upto March 31, 2024.

The Board is of the view that the continued association of Mr B L Taparia and Mrs Bhavna G Doshi would benefit the Company, given the knowledge, experience and performance of Mr B L Taparia and Mrs Bhavna G Doshi, and contribution to Board processes by them. Mr B L Taparia and Mrs Bhavna G Doshi are not disqualified from being appointed as Director in terms of Section 164 of the Act and has given their consent to act as Director. The Company has also received declaration from Mr B L Taparia and Mrs Bhavna G Doshi that they meet the criteria of Independence prescribed under Section 149 of the Act read with the Rules and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr B L Taparia and Mrs Bhavna G Doshi fulfil the conditions specified in the Act, the Rules thereunder and the Listing Regulations for re-appointment as Independent Directors and that they are independent of the management of the Company. In addition to sitting fees for attending the meetings of the Board and its Committees, Mr B L Taparia and Mrs Bhavna G Doshi would be entitled to remuneration by way of commission as decided by the Board in accordance with the members approval taken in the 82nd Annual General Meeting of the Company and applicable provisions of the Listing Regulations, Act and rules made thereunder.

A copy of draft letter of appointment of Mr B L Taparia and Mrs Bhavna G Doshi, setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Mr B L Taparia is a commerce and law graduate, and a fellow member of the Institute of Company Secretaries

of India. Mr Taparia has over 40 years experience in the Legal, Secretarial, Finance, Taxation, Procurement, Internal Audit, HR, Health and Safety, and sustainability areas.

Mrs Bhavna G Doshi is an independent consultant specializing in the field of indirect taxation. She is a former partner of BSR & Co (a full member firm of KPMG in India), which she joined in 2000, heading the Indirect Taxes Practice for the firm. She also serves as independent director on boards of several listed companies. Mrs Doshi has been providing advisory services in the fields of taxation, accounting, corporate laws, valuations, and mergers and acquisitions to national and multinational entities.

Mr B L Taparia and Mrs Bhavna G Doshi are not debarred from holding the position of a Director pursuant to any order of SEBI or any other authority.

Mr B L Taparia is interested in the Special Resolution set out at Item No. 1 with respect to his re-appointment. The relative(s) of Mr Taparia may be deemed to be interested in the said Special Resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of the Notice. The Board commends the Special Resolution set out at Item No. 1 of the Notice for approval by the members.

Mrs Bhavna G Doshi is interested in the special resolution set out at Item No. 2 with respect to his re-appointment. The relative(s) of Mrs Doshi may be deemed to be interested in the said Special Resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 2 of the Notice. The Board commends the Special Resolution set out at Item No. 2 of the Notice for approval by the members.

Additional information in respect of Mr B L Taparia and Mrs Bhavna G Doshi, pursuant to the Listing Regulations and the Secretarial Standard on General Meetings

Name of Director	Mr B L Taparia	Mrs Bhavna G Doshi
Date of Birth	5.7.1950	26.6.1953
Age	68 years	65 years
Experience (including expertise in specific functional areas)	Legal, Secretarial, Finance & Accounts, Taxation, HR and Audit.	Taxation, Restructuring, Accounting matters and Arbitration
Date of first appointment on the Board	10.5.2013	25.10.2013
Qualifications	B.com, LL.B., F.C.S	M. Com, F.C.A.
Remuneration last drawn (Financial year 2017-18)	Rs. 11,30,000	Rs. 8,50,000
Names of other entities (including listed entities) in which the person also holds the directorship.	<ul style="list-style-type: none"> • Ambuja Cements Limited (<i>Listed</i>) • Ambuja Educational Institute (<i>section 8</i>) • Ambuja Cement Foundation (<i>section 8</i>) • NSFO Management Services Private Limited • Pallav Management Services Private Limited 	<ul style="list-style-type: none"> • Peninsula Land Limited (<i>Listed</i>) • Torrent Power Limited (<i>Listed</i>) • Gruh Finance Limited (<i>Listed</i>) • Sun Pharma Advanced Research Company Limited (<i>Listed</i>) • Walchandnagar Industries Limited (<i>Listed</i>) • ICAI Accounting Research Foundation (<i>Section 8</i>) • LIC Pension Fund Limited • Future Generali India Life Insurance Company Limited • Future Generali India Insurance Company Limited • Nuvoco Vistas Corporation Limited • Connect Capital Private Limited
Names of other entities in which the person also holds membership/ Chairmanship of Committees of the board	<ul style="list-style-type: none"> • Ambuja Cements Limited – <i>member of Stakeholders Relationship Committee, CSR Committee, Compliance Committee and Management Committee</i> 	<ul style="list-style-type: none"> • Peninsula Land Limited – <i>chairperson of Audit Committee and member of the CSR Committee</i> • Sun Pharma Advanced Research Company Limited – <i>chairperson of Audit Committee and member of CSR Committee and Nomination & Remuneration Committee</i> • Future Generali India Life Insurance Company Limited – <i>chairperson of Audit Committee and Nomination & Remuneration Committee</i> • Future Generali India Insurance Company Limited – <i>chairperson of Audit Committee and Nomination & Remuneration Committee</i> • Torrent Power Limited – <i>member of Audit & Risk Management Committee and CSR Committee</i> • Nuvoco Vistas Corporation Limited – <i>chairperson of Audit Committee and member of Nomination & Remuneration Committee</i> • Gruh Finance Limited – <i>member of Audit Committee and Stakeholders Relationship Committee</i> • LIC Pension Fund Limited – <i>chairperson of Risk Management Committee and member of Nomination & Remuneration Committee</i> • Walchandnagar Industries Limited – <i>chairperson of CSR Committee</i>
Shareholding in the Company (as on 15 th February, 2019)	1000 Shares	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None	None
Number of Meetings of Board attended during the year	6	5
Terms and conditions of appointment	Refer to item no. 1 of the Notice and the corresponding Explanatory Statement	Refer item no. 2 of the Notice and the corresponding Explanatory Statement

By Order of the Board
For Everest Industries Limited

Neeraj Kohli
Company Secretary and Head - Legal
Membership No: FCS 3089

February 27, 2019
Mumbai



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

POSTAL BALLOT FORM

(Please carefully read the instructions printed overleaf before exercising the vote)

Sl. No.

1. Name & Address of the Sole/First named Member, as registered with the Company
2. Name(s) of the Joint Members, if any, registered with the Company
3. Registered Folio No./DP ID No. & Client ID No.*
*(applicable to shareholders holding shares in dematerialized form)
4. No. of equity share held

I/ We hereby exercise my/our vote in respect of the following Resolutions to be passed through Postal Ballot by recording my/our assent or dissent to the said Resolution(s) by placing tick (✓) mark at the appropriate box below:

Resolution No.	Description of Resolution	No. of shares for which vote cast	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Special Resolution for re-appointment of Mr B L Taparia as an Independent Director of the Company			
2.	Special Resolution for re-appointment of Mrs Bhavna G Doshi as an Independent Director of the Company			

Place: _____

Date: _____ (Signature of the shareholder/Authorized Representative)

(Strike out whichever is not applicable)

EVSN (Electronic Voting Sequence Number)	USER ID	Default PAN / Sequence Number

INSTRUCTIONS

- 1) A Member desiring to exercise voting right by postal ballot may complete the Postal Ballot Form (no other form or photocopy thereof is permitted) and send it in the attached self-addressed Business Reply Envelope, so as to reach the Scrutinizer on or before **Saturday, 30th March, 2019 (IST 5.00 p.m.)**. The Postal Ballot Forms received after this date will be treated as if the reply from the Members has not been received.
- 2) Members whose names appear in the Register of Members / List of Beneficial Owners as on **Friday, 22nd February, 2019** will be considered for the purpose of voting through postal ballot (including e-voting).
- 3) Envelopes containing postal ballots, if sent by courier to Scrutinizer at Everest Industries Limited, D-206, Sector-63, Noida – 201301 (U.P.) at the expense of the registered Member will also be accepted.
- 4) The votes should be cast either in favour or against the resolution by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) mark in both the columns will render the form invalid.
- 5) Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be rejected. Form which is defaced or mutilated in such a way that its identity as a genuine form cannot be established will be treated as invalid. Any amendment to the resolution or imposition of any condition by any Member while exercising his vote shall render the Postal Ballot Form invalid.
- 6) The Postal Ballot Form should be completed and signed by the sole/first named Member and in his absence, by the next named Member, as per specimen signature registered with the Company.
- 7) In case of equity shares held by the members other than the individual Member(s) (i.e. companies, trusts, societies etc.), the duly completed Postal Ballot Form should be signed by the authorized signatory, whose signature was already registered with Registrar/ Depository and it should be accompanied by a certified copy of Board Resolution/Authorization together with the specimen signature(s) of the duly authorized signatory(ies) giving requisite authorities to the person(s) voting on the Postal Ballot Form.
- 8) Holder(s) of Power of Attorney(s) (POA) on behalf of the member(s) may vote on the Postal Ballot enclosing an attested copy of the POA. Postal Ballot Form signed by the holder of POA for and on behalf of a shareholder of the Company must be accompanied by the copy of POA duly certified by Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a public office and authorized to use the seal of his office.
- 9) Members are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
- 10) Members are requested not to send any other paper along with Postal Ballot Form in the enclosed self-addressed business reply envelope and any extraneous paper found in the envelope will be destroyed by the Scrutinizer.
- 11) In case a member is desirous of obtaining a printed postal ballot form (*in case Notice and other document has been sent through e-mail*) or a duplicate, he or she may send an email to compofficer@everestind.com or admin@mcsregistrars.com or a letter at Everest Industries Limited, D-206, Sector – 63, Noida – 201301. However, the duly completed Postal Ballot Form should reach the Scrutinizer not later than the date specified in Point No. 1) above.
- 12) There will be only one Postal Ballot Form for every folio/client ID irrespective of the number of the joint Members. On receipt of duplicate Postal Ballot Form, the original will be rejected.
- 13) Any Member, who wants to cast his vote electronically instead of physical Postal Ballot Form, may refer the detailed procedure mentioned in the Notes to Postal Ballot Notice.
- 14) Kindly note that the Members can opt for any one mode of voting only. In case member(s) casts their vote by sending physical form as well as votes through e-voting, then voting done by e-voting shall prevail and voting done through physical form shall be treated as invalid.
- 15) The votes of a member cast through Postal Ballot Form will be considered invalid on any of the following grounds:
 - a) If the Member's signature does not tally
 - b) If the member has marked his/ her/ its vote both for 'Assent' and 'Dissent' to the resolution in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds total number of shares held
 - c) if the postal ballot form is torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds.
 - d) A form other than one issued by the Company has been used
 - e) It has not been signed by or on behalf of the Member
 - f) Neither assent nor dissent is mentioned
 - g) Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member
 - h) The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority
 - i) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
- 16) Postal Ballot Form received by fax will be rejected as if reply from shareholder has not been received unless the original postal ballot form is received within prescribed time period
- 17) The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.