



Everest Industries Limited

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 resolution(s) 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 hereto with the Postal Ballot Form for your consideration.

Members of the Company desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed in the enclosed Postage Prepaid self-addressed Business Reply Envelope. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) shall also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than **5:00 PM (IST) on Wednesday, 8th March, 2017** to be eligible for being considered, failing which, it will be treated as if no reply has been received from the Member(s).

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(s). 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 National Securities Depository Limited ("NSDL") 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 Board of Directors ("the Board") of the Company have appointed Mr. Tanuj Vohra, (Membership No. 5621 & Certificate of Practice No. 5253), Designated Partner, M/s TVA & Co. LLP, Practicing Company Secretaries, as the Scrutinizer in accordance with the provisions of the Act & Rules, for conducting the postal ballot (including e-voting) process in a fair and transparent manner.

The Scrutinizer shall submit his report to the Chairman or in his absence to the Managing Director or Executive Director of the Company 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), Friday, 10th March, 2017**, 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 and communicated to the Stock Exchanges where the shares of the Company are listed. The results shall also be displayed on the NSDL's website at www.evoting.nsdl.com.

The 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. **Wednesday, 8th March, 2017**.

SPECIAL BUSINESS:

Item No. 1 – To approve modification in tenure of payment of Managerial Remuneration to Mr. Y. Srinivasa Rao (DIN 01289086), Whole Time Director designated as Executive Director of the Company 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 in pursuance to the provisions of Sections 197 and 198 read with Schedule V of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof and subject to the approval of the Central Government, as may be required, and such other permissions, sanction(s) as may be required, the approval granted by the Members of the Company by way of special resolution (Item No. 5) passed at the 82nd Annual General Meeting of the Company held on 26th August, 2015 for payment of remuneration to Mr. Y. Srinivasa Rao, Whole Time Director designated as Executive Director of the Company is deemed to have been granted for a period of three (3) years instead of five (5) years with effect from 23rd April, 2015

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise in such manner as it may deem fit, including but not limited to the filing of application to the Central Government for obtaining necessary approvals as may be necessary and desirable to give effect to this resolution."

Item No. 2 – To approve modification in tenure of payment of Managerial Remuneration to Mr. Aditya Vikram Somani (DIN 00046286), Whole Time Director designated as Chairman of the Company 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 in pursuance to the provisions of Sections 197 and 198 read with Schedule V of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof and subject to the approval of the Central Government, as may be required, and such other permissions, sanction(s) as may be required, the approval granted by the Members of the Company by way of special resolution (Item No. 5) passed at the 83rd Annual General Meeting of the Company held on 29th June, 2016 for payment of remuneration to Mr. Aditya Vikram Somani, Whole Time Director designated as Chairman of the Company is deemed to have been granted for a period of three (3) years instead of five (5) years with effect from 21st June, 2016.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise in such manner as it may deem fit, including but not limited to the filing of application to the Central Government for obtaining necessary approvals as may be necessary and desirable to give effect to this resolution."

Item No. 3 - To approve modification in tenure of payment of Managerial Remuneration to Mr. Manish Sanghi (DIN 00088527), Managing Director of the Company 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 in pursuance to the provisions of Sections 197 and 198 read with Schedule V of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof and subject to the approval of the Central Government, as may be required, and such other permissions, sanction(s) as may be required, the approval granted by the Members of the Company by way of special resolution (Item No. 6) passed at the 83rd Annual General Meeting of the Company held on 29th June, 2016 for payment of remuneration to Mr. Manish Sanghi, Managing Director of the Company is deemed to have been granted for a period of three (3) years instead of five (5) years with effect from 1st October, 2016.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise in such manner as it may deem fit, including but not limited to the filing of application to the Central Government for obtaining necessary approvals as may be necessary and desirable to give effect to this resolution."

By Order of the Board
For Everest Industries Limited

January 25, 2017
Mumbai

Neeraj Kohli
Company Secretary and Head - Legal
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 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, 27th January, 2017** i.e. cut-off date. A person who is not a member as on cut-off date shall treat this notice for information purpose only. The Postal Ballot 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 Postal Ballot Notice along with Postal Ballot Forms are being sent by permitted mode along with postage prepaid self-addressed Business Reply Envelope.

3. Members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, 27th January, 2017** 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 physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
5. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on **Friday, 27th January, 2017**.
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- 422202 (Maharashtra) between 11.00 AM to 1.00 PM on all working days from the date of dispatch of the Notice till Wednesday, 8th March, 2017.
9. This Notice of postal ballot will also be placed on the website of the Company i.e. www.everestind.com and also on the NSDL's website at www.evoting.nsdl.com.

INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

1. Members desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it to the Scrutinizer at D-206, Sector-63, Noida – 201301 (U.P.) 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 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 Registrar/Depository. In case the equity shares are jointly held, Postal Ballot Form should be completed and signed as per the specimen signatures registered with Registrar/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, 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 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 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 Member 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 close of working hours (till 5 P.M.) on Wednesday, 8th March, 2017. 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 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 Section 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 **National Securities Depository Limited (NSDL)** 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 detailed process, instructions and manner for availing e-voting facility is provided herein below:

- A. The e-voting period begins on **Tuesday, 7th February, 2017** at **09.30 AM (IST)** and ends at **05.00 PM (IST)** on **Wednesday, 8th March, 2017**. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **27th January, 2017** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. E-voting shall not be allowed beyond the said date and time.
- B. For those Members opting for e-voting, the process and manner of e-voting will be as follow:
 - (a) In case of Members' receiving e-mail from NSDL
 - (i) Open e-mail and open PDF file viz; "remote e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "Remote e voting.pdf".
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Everest Industries Limited
 - (viii) Now you are ready for e-Voting as Cast Vote page opens
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail everestscrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.

(b) In case of Shareholders' receiving Postal Ballot Form by Post:

- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (E - Voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no 1800-222-990. In case of any grievance related to voting by electronic means, you may please contact Mr. Rajiv Ranjan, Assistant Manager, NSDL at 022 24994738 and send an email to evoting@nsdl.co.in and rajivr@nsdl.co.in If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- (d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).
- In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
- (e) Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

EXPLANATORY STATEMENT PERTAINING TO ITEM NOS. 1, 2 & 3

The Members at the 82nd Annual General Meeting held on 26th August, 2015 had by way of Special Resolution approved the re-appointment & remuneration of Mr. Y. Srinivasa Rao, Whole Time Director designated as Executive Director of the Company for a period of 5 (five) years with effect from 23rd April, 2015.

Further, the Members at the 83rd Annual General Meeting held on 29th June, 2016 had by way of Special Resolutions approved the re-appointment & remuneration of Mr. Aditya Vikram Somani, Whole Time Director designated as Chairman and Mr. Manish Sanghi as Managing Director of the Company both for a period of 5 (five) years with effect from 21st June, 2016 and 1st October, 2016 respectively.

The terms of appointment of the Managing Director and Executive Directors, *inter alia*, provide for payment of salary with the authority to the Board or a Committee thereof to fix the salary and annual increments, which would be effective April 1, every year, based on merit and performance of the Company, performance incentive and/or commission, benefits, perquisites and allowances as may be determined by the Nomination & Remuneration Committee & Board from time to time. Moreover, the terms of appointment of Managing Director and Executive Directors provide for payment of minimum remuneration in case of no profits or inadequacy of profits in any financial year in accordance with schedule V of the Companies Act, 2013.

The Board feels that the current economic situation, weak consumer sentiment, reduced liquidity in the market due to demonetization of currency, subdued construction activity and the increase in material cost due to rupee depreciation and minimum import price may impact the performance of the industry. The Company is making necessary efforts to maintain its leadership and improve its performance and has been aggressively implementing its strategies, including launch of new products and cost reduction initiatives. The results of these initiatives are likely to be felt in the coming years.

As per Section 197 read together with Schedule V of the Companies Act 2013, the Company may pay managerial remuneration upto the ceiling limits specified in Schedule V as amended from time to time provided, inter-alia, that the Members' approval by way of a special resolution for payment of remuneration is for a period not exceeding three years and certain disclosures as stated therein are given in the notice convening the general meeting.

Ministry of Corporate Affairs vide its notification dated 12th September, 2016 has amended schedule V of the Companies Act, 2013 by which, among other amendments, the limits of the remuneration payable to the Managing Director and Executive Directors in case of no profits or inadequacy of profits have been revised upward. The remuneration payable to Mr. Y.Srinivasa Rao, Mr. Aditya Vikram Somani and Mr. Manish Sanghi for the current financial year will be well within the limits prescribed in Schedule V of the Act as modified by the Ministry of Corporate Affairs vide aforesaid notification dated 12th September, 2016 provided however, that the period of remuneration as originally approved by the Members is reduced to 3 (three) years from current approval for 5 (five) years.

The Nomination & Remuneration Committee and Board of Directors in their meeting held on 25th January, 2017 approved the change in the period for which remuneration to be paid to Mr. Y. Srinivasa Rao, Mr. Aditya Vikram Somani and Mr. Manish Sanghi from 5 (five) years to 3 (three) years with effect from 23rd April, 2015, 21st June, 2016 and 1st October, 2016 respectively to comply with the provisions of schedule V of the Companies Act, 2013 subject to the approval of the members of the Company. The Company would seek fresh approval from the Members of the Company for payment of remuneration to Managing Director and Executive Directors after the expiry of 3 years in each one's case for the remaining period of their tenure.

The period of appointment and other terms and conditions of the contract except period of the payment of remuneration will remain same as per previous Special Resolutions passed in the 82nd and 83rd Annual General Meeting.

The Board of Directors recommends the resolution as set out in item Nos. 1, 2 & 3 for approval of the Members of the Company by way of a Special Resolution for reducing the period for payment of remuneration from 5 (five) years to 3 (three) years to Mr. Y. Srinivasa Rao, Mr. Aditya Vikram Somani and Mr. Manish Sanghi.

Except Mr. Y. Srinivasa Rao, Mr. Aditya Vikram Somani and Mr. Manish Sanghi, none of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 1, 2 & 3 of the Notice.

Details of the remuneration of Managing Director and Executive Directors as fixed in the 82nd and 83rd Annual General Meeting ("AGM") are reproduced below:

Terms of Appointment and Remuneration of Mr. Y Srinivasa Rao approved in 82nd AGM

- (i) Basic Salary : Rs.3,90,000/- p.m.
(in the grade of Rs.3,50,000-45,000 - 8,00,000)

The annual increments will be effective from 1st April each year and will be decided by the Nomination and Remuneration Committee and the Board of Directors of the Company on the basis of merit and performance of the Company.

- (ii) Perquisites & Allowances

In addition to salary, Mr. Rao shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings and repairs, medical reimbursement, leave travel concession for himself and his family, club fees and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and the Executive Director, aggregate of perquisites and allowances will be subject to a maximum of 125% of the basic salary per month.

Perquisites and allowances shall be evaluated as per Income-tax Rules, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

Provision of car with driver and communication facilities shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

Mr. Rao shall also be entitled to club fees, medical insurance for self & family and personal accident insurance.

- (iii) Provident Fund, Superannuation/Annuity Fund/NPS

Mr. Rao shall be entitled to the Company's contribution to Provident Fund, Superannuation or Annuity Fund or NPS and Gratuity payable as per the rules of the Company.

- (iv) Performance Incentive

Remuneration by way of performance incentive in addition to the salary, perquisites and allowances shall be payable for each financial year of an amount as may be determined by the Nomination and Remuneration Committee and as decided by the Board of Directors of the Company in their sole discretion, subject to the overall ceilings stipulated in Section 197 of the Companies Act, 2013. The specific amount payable to Mr. Rao will be decided by the Board and the Nomination and Remuneration Committee of the Board entirely at its discretion.

- (v) Interest Subsidy

Mr. Rao shall also be entitled to interest subsidy as per Company's Housing Loan Assistance Scheme.

- (vi) Minimum Remuneration

Where in any financial year during the currency of the tenure of Mr. Rao, the Company has no profits or its profits

are inadequate, the Company will pay remuneration by way of salary and perquisites as specified above, subject to the provisions of Sections 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013.

(vii) Annual Leave

Thirty (30) days for every completed year of service. Encashment of leaves will not be included in the computation of the ceiling on perquisites.

The terms and conditions of Mr. Rao's appointment as Executive Director may be varied, altered, increased, enhanced or widened from time to time by the Nomination and Remuneration Committee/ Board as it may in its discretion deem fit, within the maximum amounts payable in accordance with the provisions of the Companies Act, 2013 or any amendments thereto made hereafter in this regard.

Terms of Appointment and Remuneration of Mr. Aditya Vikram Somani approved in 83rd AGM

- (i) Salary : Rs.15,00,000/- p.m.
(in the grade of Rs. 12,50,000-1,50,000 - 22,00,000)

The annual increments will be effective from 1st April each year and will be decided by the Nomination and Remuneration Committee and the Board of Directors of the Company on the basis of merit and performance of the Company.

(ii) Perquisites

In addition to salary, Mr. Aditya Vikram Somani shall also be entitled to perquisites like medical reimbursement for treatment of self and family in India/ abroad, club membership and fees, personal accident insurance and medical insurance for self and family and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Mr. Aditya Vikram Somani.

Perquisites shall be evaluated as per Income-tax Rules, wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual cost.

Further, Mr. Aditya Vikram Somani will also be entitled to the following in the course of discharge of his duties and responsibilities, which will not form part of his remuneration:

- a) Reimbursement of expenses incurred for Company's business including travel, hotel and other related expenses incurred in India and abroad on submission of supporting documents/ declaration as per Company's policy.
b) Car with driver and communication facilities.

(iii) Commission

In addition to salary and perquisites, Mr. Aditya Vikram Somani shall be entitled to a commission upto 2% of net profits of the Company which shall be payable at the end of each financial year, subject to the overall ceiling stipulated in Section 197 of the Companies Act, 2013 as recommended by the Nomination and Remuneration Committee and as decided by the Board of Directors.

(iv) Minimum Remuneration

Where in any financial year during the currency of the tenure of the Chairman, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified above, subject to the provisions of Schedule V of the Companies Act, 2013.

The terms and conditions of Mr. Aditya Vikram Somani's remuneration may be varied, altered, increased, enhanced or widened from time to time by the Nomination and Remuneration Committee/ Board as it may in its discretion deem fit, within the maximum amount payable in accordance with the provisions of the Companies Act, 2013 or any amendments thereto made hereafter in this regard.

Terms of Appointment and Remuneration of Mr. Manish Sanghi approved in 83rd AGM

- (i) Basic Salary : Rs.5,60,000/- p.m.
(in the grade of Rs. 5,00,000-60,000 - 11,20,000)

The annual increments will be effective from 1st April each year and will be decided by the Nomination and Remuneration Committee and the Board of Directors of the Company on the basis of merit and performance of the Company.

(ii) Perquisites & Allowances

In addition to salary, Mr. Sanghi shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings and repairs, medical reimbursement, leave travel concession for himself and his family, club fees and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and the Managing Director, aggregate of perquisites and allowances will be subject to a maximum of 125% of the basic salary per month.

Perquisites and allowances shall be evaluated as per Income-tax Rules, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

Further, Mr. Manish Sanghi will also be entitled to the following in the course of discharge of his duties and responsibilities, which will not form part of his remuneration:

1. Reimbursement of expenses incurred for Company's business including travel, hotel and other related expenses incurred in India and abroad on submission of supporting documents/ declaration as per Company's policy.
2. Provision of Car with driver and communication facilities shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

Mr. Sanghi shall also be entitled to medical insurance for self & family and personal accident insurance.

(iii) Provident Fund, Superannuation/Annuity Fund/NPS

Mr. Sanghi shall be entitled to the Company's contribution to Provident Fund, Superannuation or Annuity Fund or NPS and Gratuity payable as per the rules of the Company.

(iv) Performance Incentive

Remuneration by way of performance incentive in addition to the salary, perquisites and allowances shall be payable for each financial year of an amount as may be determined by the Nomination and Remuneration Committee and as decided by the Board of Directors of the Company in their sole discretion, subject to the overall ceilings stipulated in Section 197 of the Companies Act, 2013. The specific amount payable to Mr. Sanghi will be decided by the Board and the Nomination and Remuneration Committee of the Board entirely at its discretion.

(v) Interest Subsidy

Mr. Sanghi shall also be entitled to interest subsidy as per Company's Housing Loan Assistance Scheme.

(vi) Minimum Remuneration

Where in any financial year during the currency of the tenure of Mr. Sanghi, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified above, subject to the provisions of Sections 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013.

(vii) Annual Leave

Thirty (30) days for every completed year of service. Encashment of leaves will not be included in the computation of the ceiling on perquisites.

The terms and conditions of Mr. Sanghi's appointment as Managing Director may be varied, altered, increased, enhanced or widened from time to time by the Nomination and Remuneration Committee/ Board as it may in its discretion deem fit, within the maximum amounts payable in accordance with the provisions of the Companies Act, 2013 or any amendments thereto made hereafter in this regard.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V TO THE COMPANIES ACT, 2013.

I. GENERAL INFORMATION						
1.	Nature of Industry	The Company is engaged in the business of manufacturing of fibre cement products with manufacturing facilities located at Madhya Pradesh, West Bengal, Tamil Nadu, Maharashtra, Uttarakhand and Odisha. The Company is also in the business of steel buildings with plants located at Uttarakhand, Jharkhand and Gujarat. The Company offers building products and building solutions for housing, commercial and industrial sectors in India and abroad				
2.	Date or expected date of commencement of commercial production	The Company is already in production for more than 83 years.				
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable				
4.	Financial performance based on given indicators	Rs. in Lacs				
		April – Dec – 2016) (un-audited)	FY 2015-16		FY 2014-15	
		Standalone	Standalone	Consolidated	Standalone	Consolidated
	Revenue from operations (Gross)	88,985.65	1,39,761.26	1,39,762.97	1,30,061.26	1,30,138.15
	Profit Before Tax	(1,798.20)	5,134.56	5,048.48	4,827.26	4,830.01
	Profit After Tax	(1,163.51)	3,530.64	3,444.13	3,420.63	3,422.97
5.	Foreign investments or collaborators, if any	The Company has not entered into any foreign collaboration. The Company has three subsidiaries outside India viz., Everest Building Products in Mauritius, Everestind FZE in Jebel Ali Free Zone, Dubai, UAE and Everest Building Products LLC in Ras Al Khaimah, UAE. Some Non Resident Indians hold minor shareholding in the Company.				

II. INFORMATION ABOUT THE APPOINTEE:			
S.No	Particulars	Information	
1.	Background details	Mr. Aditya Vikram Somani	Mr. Manish Sanghi
		Mr. Y. Srinivasa Rao	
		Mr. Somani has an MBA from University of Pittsburgh, USA, a PG Diploma in Business Management from S.P. Jain Institute of Management and Research, Mumbai and a degree in Masters of Commerce (Banking & Finance) from Sydenham College of Commerce and Economics, Mumbai University. Mr. Somani has 25 years of experience in the business of real estate, construction, building products, textiles and information management. He is also involved in various philanthropic and educational activities in Rajasthan and Maharashtra.	Mr. Sanghi is a Mechanical Engineer and a Post Graduate from the Indian Institute of Management, Ahmedabad. Mr. Sanghi joined the Company in 2001 as Marketing Director. Mr. Sanghi has 30 years experience in various reputed organisations.
			Mr. Rao graduated with B.Sc. in Mechanical Engineering. Mr. Rao joined the Company in 1997 as Manager (Engineering). He has experience of 30 years in a multi-cultural and international environment in reputed organisations.

2.	Past Remuneration (Last 2 Years)	Rs. In Lacs					
		Mr. Aditya Vikram Somani		Mr. Manish Sanghi		Mr. Y. Srinivasa Rao	
		FY 2015-16	FY 2014-15	FY 2015-16	FY 2014-15	FY 2015-16	FY 2014-15
	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	162.00	90.00	138.33	98.00	108.29	74.07
	Value of perquisites u/s 17(2) of the Income-tax Act, 1961	0.10	43.28	0.13	0.43	-	0.37
	Stock Option	-	-	24.93	12.75	20.74	12.45
	Commission/ Performance Incentive	11.00	68.37	5.00	60.00	4.50	53.00
	Others (PF & Superannuation)	-	-	16.20	11.34	12.64	8.75
	Total	173.10	201.65	184.59	182.52	146.17	148.64
3.	Recognition or awards	Mr. Aditya Vikram Somani		Mr. Manish Sanghi		Mr. Y. Srinivasa Rao	
		N.A.		N.A.		N.A.	
4.	Job profile and his suitability	Mr. Aditya Vikram Somani		Mr. Manish Sanghi		Mr. Y. Srinivasa Rao	
		Mr. Aditya Vikram Somani, Whole Time Director and Chairman of the Board of Directors provides strategic direction for growth of the Company. His business experience, strong network and education background add value to the long term vision of growth for the Company.		Mr. Manish Sanghi, Managing Director of the Company reports to the Board of Directors. He leads the Company in all aspects of Management, Marketing, Finance and Operations. His strong understanding of the Company's markets and customers, and his managerial acumen add value to the leadership and sustainable growth of the Company.		Mr. Y. Srinivasa Rao, Executive Director of the Company reports to the Managing Director and the Board of Directors. He leads the Company's Operations, Research & Development, Business Excellence and Project Management. His technical expertise and focused process-oriented approach adds value to the operations and leadership position of the Company.	

5.	Remuneration proposed	Mr. Aditya Vikram Somani	Mr. Manish Sanghi	Mr. Y. Srinivasa Rao
		The proposed basic salary of Mr. Aditya Vikram Somani is ₹15,00,000/- P.M., in the salary grade of ₹ 12,50,000-1,50,000 - 22,00,000 for a period of 3 years with effect from 21 st June, 2016 and the annual increments will be effective from 1 st April each year and will be decided by the Nomination and Remuneration Committee and the Board of Directors of the Company on the basis of merit and performance of the Company. Details of perquisites, allowances and performance incentive are given in the explanatory statement above.	The proposed basic salary of Mr. Manish Sanghi is ₹ 5,60,000/- P.M., in the salary grade of ₹ 5,00,000-60,000 - 11,20,000 for a period of 3 years with effect from 1 st October, 2016 and the annual increments will be effective from 1 st April each year and will be decided by the Nomination and Remuneration Committee and the Board of Directors of the Company on the basis of merit and performance of the Company. Details of perquisites, allowances and performance incentive are given in the explanatory statement above.	The proposed basic salary of Mr. Y. Srinivasa Rao is ₹ 3,90,000/- P.M., in the salary grade of ₹ 3,50,000-45,000 - 8,00,000 for a period of 3 years with effect from 23 rd April, 2015 and the annual increments will be effective from 1 st April each year and will be decided by the Nomination and Remuneration Committee and the Board of Directors of the Company on the basis of merit and performance of the Company. Details of perquisites, allowances and performance incentive are given in the explanatory statement above.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into account the turnover of the Company and the experience and responsibilities of Mr. Aditya Vikram Somani, Mr. Manish Sanghi and Mr. Y. Srinivasa Rao, the remuneration being proposed to be paid to them is reasonable and in line with remuneration levels in the industry.		
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Aditya Vikram Somani	Mr. Manish Sanghi	Mr. Y. Srinivasa Rao
		Mr. Aditya Vikram Somani as Whole Time Director, does not maintain any pecuniary relationship (except managerial remuneration), directly or indirectly with the Company and does not hold any relationship with any managerial personnel except that he holds 500 equity shares as on 31 st December, 2016 in the Company.	Mr. Manish Sanghi, Managing Director, does not maintain any pecuniary relationship (except managerial remuneration), directly or indirectly with the Company and does not hold any relationship with any managerial personnel except that he holds 69,472 equity shares as on 31 st December, 2016 in the Company.	Mr. Y. Srinivasa Rao, Executive Director (Operations) does not maintain any pecuniary relationship (except managerial remuneration), directly or indirectly with the Company and does not hold any relationship with any managerial personnel except that he holds 12,650 equity shares as on 31 st December, 2016 in the Company.
III. OTHER INFORMATION				
1.	Reasons of loss or inadequate profits	Current economic situation, weak consumer sentiment, reduced liquidity in the market due to demonetization of currency, subdued construction activity and the increase in material cost due to rupee depreciation and minimum import price has impacted the performance of the Company.		
2.	Steps taken or proposed to be taken for improvement	The Company is making necessary efforts to maintain its leadership and improve its performance by aggressively implementing its strategies, including launch of new products and cost reduction initiatives.		
3.	Expected increase in productivity and profits in measurable terms	Strong economic revival is expected. The results of the above initiatives are expected to improve Company's market share, geographical reach, performance and profitability.		

Additional details as per Secretarial Standard-2 are given below:

	Mr. Aditya Vikram Somani	Mr. Manish Sanghi	Mr. Y. Srinivasa Rao
Date of Birth	04.11.1973	04.02.1963	16.06.1963
Age	43 years	53 years	53 years
Date of first appointment on the Board	7.11.2005	8.7.2002	23.4.2007
Qualifications	MBA, PGDBM, M.Com	B.E. (Mech.), PGDM(IIM-A)	B.Sc. Engg. (Mech)
Experience	25 years	30 years	30 years
Shareholding in the company 31 st December, 2016	500 Shares	69,472 Shares	12,650 equity shares
Details of remuneration sought to be paid & remuneration last drawn by him	As mentioned in the explanatory statement above	As mentioned in the explanatory statement above	As mentioned in the explanatory statement above
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	N.A	N.A	N.A
The number of Meetings of the Board attended during the Financial year 2015-16 (Upto 31 st December, 2016)	4	3	4
Names of other entities in which the person also holds the directorship.	<ul style="list-style-type: none"> • Falak Investment Pvt. Ltd. • Bajaj Corp Ltd. • Salaam Bombay Foundation • White Knight Constructions (I) Pvt. Ltd. • Centre For Advancement of Philanthropy • Evinco Exim Ltd. • Trapu Cans Private Ltd 	Everest Solutions Limited Building	Everest Solutions Limited Building
Names of other entities in which the person also holds membership of Committees of the board;	Bajaj Corp Ltd. – Audit Committee, Nomination & Remuneration Committee and Management Committee	None	None



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 modification in tenure of payment of Managerial Remuneration of Mr. Y. Srinivasa Rao (DIN 01289086), Whole Time Director designated as Executive Director of the Company from 5 years to 3 years.			
2.	Special Resolution for modification in tenure of payment of Managerial Remuneration of Mr. Aditya Vikram Somani (DIN 00046286), Whole Time Director designated as Chairman of the Company from 5 years to 3 years.			
3.	Special Resolution for modification in tenure of payment of Managerial Remuneration of Mr. Manish Sanghi (DIN 00088527), Managing Director of the Company from 5 years to 3 years			

Place: _____

Date: _____

(Signature of the shareholder/Authorized Representative)

EVEN (E - Voting Event Number)	USER ID	PASSWORD/PIN

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 Wednesday, 8th March, 2017 (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) 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.
- 3) 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.
- 4) 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.
- 5) 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.
- 6) 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.
- 7) 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.
- 8) Members are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
- 9) 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.
- 10) 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 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.
- 11) 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.
- 12) 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.
- 13) 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.
- 14) 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) It is received from a Member who is in arrears of payment of calls
 - j) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
- 15) 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
- 16) The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.