

January 14, 2019

Ref. No. 002/2019

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

Madam/ Sir,

**Re: Issue of Notice under Section 160 of the Companies Act, 2013 and Requisition under the applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, subject to below, 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. Falak, having its registered office at 102, 10<sup>th</sup> floor, Maker Chambers III, Nariman Point, Mumbai- 400021, being a member of the Company, hereby proposes the candidature of (i) Mr. Narotam Sekhsaria, son of Mr. Satyanarayan Sekhsaria, residing at 31-B, 2<sup>nd</sup> Floor, Bhagwati Bhavan, Carmichael Road, Mumbai – 400 026; and (ii) Ms. Padmini Somani, daughter of Mr. Narotam Sekhsaria, residing at Flat No.3, Floor – 2, 17C, Rushilla CHS, M L Dahanukar Marg, Carmichael Road, Cumballa Hill, Mumbai – 400 026, in each case, for appointment as director of Everest Industries Limited at the next Extraordinary General Meeting of the Company.
3. Please find enclosed cheque no. 917207 dated January 14, 2019 for INR 1,00,000/- drawn on Corporation Bank, being the deposit for proposing the candidature of Mr. Narotam Sekhsaria for the office of director, and cheque no. 917208 dated January 14, 2019 for INR 1,00,000/- drawn on Corporation Bank, being the deposit for proposing the candidature of Ms. Padmini Somani for the office of director.
4. Please find enclosed, as **Annexure 1**, the information regarding Mr. Narotam Sekhsaria and Ms. Padmini Somani for the purposes of the explanatory statement to the notice of the Extraordinary General Meeting. In addition, please also see enclosed **Annexure 2**, the following information in relation to Mr. Narotam Sekhsaria and Ms. Padmini Somani:
  - (i) Self-certified identification proof;
  - (ii) Self-certified proof of address;
  - (iii) Form DIR-2;
  - (iv) Form DIR-8.



5. We understand that the next Extraordinary General Meeting of the Company will be called for by the board of directors of the Company pursuant to the special notice and requisition issued by Falak *vide* letter dated January 14, 2019 bearing reference number 001/2019 (“**Falak Special Notice and Requisition**”, a copy of which is enclosed herewith as **Annexure 3**).
6. In case (i) the Extraordinary General Meeting of the Company is not called pursuant to the Falak Special Notice and Requisition within the statutory timeline prescribed for the same under applicable law, or (ii) the resolutions for appointment of Mr. Narotam Sekhsaria and Ms. Padmini Somani as directors of the Company are not validly considered in the Extraordinary General Meeting of the Company held pursuant to the Falak Special Notice and Requisition, for any reason whatsoever, without prejudice, pursuant to Section 100(2)(a) and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, this is the 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.

**Item No. 1**

**APPOINTMENT OF MR. NAROTAM SEKHSARIA AS 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) be and is hereby appointed as a non-executive director of the Company.

**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.”

**Item No. 2**

**APPOINTMENT OF MS. PADMINI SOMANI AS 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, Ms. Padmini Somani (Director Identification Number 00046486) be and is hereby appointed as a non-executive director of the Company.



***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.”*

7. We request you to please disclose the receipt of this 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)

