16th Annual Report 2008-2009



EVEREST ORGANICS LIMITED



BOARD OF DIRECTORS

Mr. G. Raghunadhan

Mr. V. Swaminathan

Mr. K. Rama Krishna Raju Dr. K. Eswar Reddy

Mr. Raju S. Kakarlapudi

Mr. M. Bangara Raju

Mr. A. Parvatheesam Mr. S.K. Hari Krishna

Dr. S. K. Srihari Raju

Nominee Director of APIDC.

Director

Director

Director Director

Director - Legal, HR & Corporate Affairs

Technical Director

Executive Director

Managing Director

STATUTORY AUDITORS

M/s. P. S. N. Ravi Shanker & Associates

Chartered Accountants

Hyderabad.

REGISTERED OFFICE

Aroor Village, Sadasivpet Mandal

Medhak District, Andhra Pradesh - 502 291

Telephone: 08455-250113 Facsimile: 08455-250114

E-mail: srihari_everest@rediffmail.com Website: www.everestorganicsltd.com

CORPORATE OFFICE

8-3-214/50, Srinivasa Colony (West) Madhura Nagar, Hyderabad – 500 038

Telephone: 040-23737137, 138

Facsimile: 040-66820511

E-mail: srihari_everest@rediffmail.com Website: www.everestorganicsltd.com

BANKERS

Kotak Mahindra Bank State Bank of Hyderabad

Citi Bank

SHARE TRANSFER AGENT

 $\,$ M/s. Venture Capital and Corporate Investments Limited

12-10-167, Bharat Nagar, Hyderabad - 500 018.

Ph. +91 40 23818475, 23818476, 23868023 Fax: +91 40 23868024

Email: info@vccilindia.com

LISTING

The Stock Exchange, Mumbai



NOTICE

Notice is hereby given that the 16th Annual General Meeting of the members of EVEREST ORGANICS LIMITED will be held on Saturday, the 5th day of September 2009 at the Registered Office of the Company at Aroor Village, Sadasivpet Mandal Medhak District, Andhra Pradesh – 502 291 at 3.00 P.M. to transact the following business:

- 1. To receive, consider and adopt the Balance Sheet of the Company as at March 31, 2009 and Profit & Loss Account for the year ended on that date together with the Reports of the Directors and Auditors thereon.
- 2. To appoint a Director in place of Mr. A. Parvatheesam, who retires by rotation and being eligible offers himself for re-appointment
- 3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT M/s. M/s. P. S. N. Ravishanker & Associates, Chartered Accountants, Hyderabad, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board of Directors of the Company in addition to actual out of pocket expenses incurred by them for the purpose of audit."

Special Business:

4. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution

"RESOLVED THAT Mr. V. Swaminathan who was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on 31st October 2008 and who holds office up to the date of the Annual General Meeting under Section 260 of the Companies Act, 1956 and in respect of whom the Company has, under Section 257 of the said Act, received notice in writing proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation."

5. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution

"RESOLVED THAT Mr. K. Rama Krishna Raju, who was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on 31st October 2008 and who holds office up to the date of the Annual General Meeting under Section 260 of the Companies Act, 1956 and in respect of whom the Company has, under Section 257 of the said Act, received notice in writing proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation."



NOTICE

6. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of sections 198, 269, 309 and 310 of the Companies Act, 1956 as amended or re-enacted from time to time read with Schedule XIII to the Act, approval of the Members be and is hereby accorded to the appointment of Mr. M. Bangara Raju as Director – Legal, Human Resources & Corporate Affairs for a period of five years with effective from October 31, 2008 on monthly remuneration of Rs.25,000/- inclusive of all benefits, perquisites like both sides contribution to provident fund, superannuation fund or annuity fund, Gratuity etc."

By Order of the Board of Directors, Of Everest Organics Limited

Place: Hyderabad Dr. S. K. Srihari Raju
Date: 17-06-2009 Managing Director

NOTES:

- a. A member of the Company entitled to attend and vote at a meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company, not less than 48 hours before the commencement of the meeting.
- b. M/s. Venture Capital And Corporate Investments Limited is the Registrar and Share Transfer Agent for the physical shares of the Company. Share Transfer documents and all correspondence relating thereto, should be addressed to the RTA.
- c. Members/proxies should bring the attendance slips duly filled in and signed for attending the meeting. Members desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the meeting.
- d. The Register of Members and the Share Transfer Books will remain closed from 01-09-2009 to 05-09-2009 both days inclusive.

Explanatory Statement as required under Section 173 of the Companies Act, 1956.

Item No. 4:

The Board of directors in its meeting held on October 31, 2008 appointed Mr. V. Swaminathan as Additional Director of the company.

Mr. V. Swaminathan is a renowned senior marketing executive in the field of drugs and worked for mega companies for more than two decades. He is a graduate in Pharmacy from BITS Pilani.



NOTES

The Board recommends the adoption of the resolution under Item No. 4 set out in the Notice. None of the Directors of the Company is in any way concerned or interested in the resolution.

Item No. 5:

The Board of directors in its meeting held on October 31, 2008 appointed Mr. K. Rama Krishna Raju as Additional Director of the company.

Mr. K. Rama Krishna Raju is a graduate in Chemistry by qualification. He had about 40 years of experience in running a pharma industry in various positions.

The Board recommends the adoption of the resolution under Item No. 5 set out in the Notice. None of the Directors of the Company is in any way concerned or interested in the resolution.

Item No. 6:

The Board of directors in its meeting held on October 31, 2008 appointed Mr. M. Bangara Raju as Director – Legal, Human Resources & Corporate Affairs.

Mr. Bangara Raju had over 40 years experience in various Government Oranisations. He is the head and concerned for all legal, Human Resources and Corporate Affairs of the Company including secretarial matters.

The Board recommends the adoption of the resolution under Item No. 6 set out in the Notice. None of the Directors of the Company is in any way concerned or interested in the resolution.

By Order of the Board of Directors, Of Everest Organics Limited

Place: Hyderabad Date: 17-06-2009 Sd/-Dr. S. K. Srihari Raju Managing Director

DIRECTORS REPORT

Dear Members,

Your Directors take pleasure in presenting their report for the year 2008-09.

The Financial Highlights:

(Rs. in Lakhs)

Particulars	2008-09	2007-08
Turnover	2691.29	2149.55
Other Income	154.04	102.01
Increase in Stocks	25.88	45.54
Total	2871.21	2297.10
Operating Expenses	2292.34	1847.74
Excise Duty	246.34	202.29
Operating Profit (PBDIT)	332.54	247.07
Interest	71.57	12.85
Depreciation	132.67	123.13
Profit before Tax	128.30	111.09
Prior Period Adjustments	-1.05	-1.00
Provision for taxation		
- Tax on Profit	16.00	13.70
- Fringe Benefit Tax	2.50	2.30
Profit after Tax	108.74	94.09
Prior Period Adjustments	0.52	-2.00
Profit carried to Balance Sheet	109.26	92.09

REVIEW OF OPERATIONS FOR THE FINANCIAL YEAR 2008-09

During the financial year 2008-2009, the operations have improved substantially by about 24%. The turnover including conversion has increased from Rs.21.02 crores to Rs.26.25 crores. This improvement in the business has become possible with the increase in demand for existing products of the Company complied with more effective use of the existing machinery, manpower and financial resources and the economies of scale in terms of volume of production, sales for existing products.

The company is likely to introduce two new products Pentoprazole & Tetralone by creating additional facility by making investment in plant & machinery. The product is well accepted in the market & achieved the required quality standards.

During the year the promoters have brought in additional funds in the form of unsecured loans, which have helped in improving the cash flow, to facilitate larger volumes of production and sales.

The Company has made additional investment in pollution control treatment facilities and made improvement in pollution control, to meet the statutory norms set by the Honourable Supreme Court of India.



DIRECTORS REPORT

FUTURE OUTLOOK FOR FINANCIAL YEAR 2009-2010

During the present financial year, the business prospects seem to be improving with the changing economic scenario, both nationally and internationally.

During the present year, the enhanced capacities of omeprazole have come to reality. In the rest of three quarters, the company is confident of achieving higher turnovers with enhanced profits.

The management has drawn plans to achieve a turnover of 40 crores during 2009-2010.

Management Discussions and Analysis:

Management Discussions and Analysis is annexed to this Report.

Directors:

During the year under review Mr. A. Parvatheesam is retiring by rotation at the forthcoming Annual General Meeting and being eligible offer himself for re-appointment.

Mr. V. Swaminathan and Mr. K. Rama Krishna Raju were appointed as Additional Directors at the Board Meeting held on 31st October 2008. The Board recommends their appointment at the forthcoming Annual General Meeting as Directors.

Mr. M. Bangara Raju was appointed as Director – Legal, HR & Corporate Affairs with effective from 31st October 2008. The Board recommends his appointment at the forthcoming Annual General Meeting as Whole time Director.

Auditors:

M/s. P. S. N. Ravi Shanker & Associates, Chartered Accountants, Hyderabad, the Statutory Auditors of the Company hold office till the conclusion of forthcoming Annual General Meeting. Your directors recommend their appointment at the ensuing Annual General Meeting as Statutory Auditors.

Auditors' Report:

The Notes on account, referred to in the Auditors' Report, are self-explanatory and therefore do not call for any further comments under Section 217 (3) of the Companies Act, 1956.

Corporate Governance:

The report on Corporate Governance is annexed to this report.

Directors' Responsibility Statement:

In terms of the provisions of section 217(2AA) of the Companies Act, 1956 (Act), your Directors confirm as under.

- 1. That, in the preparation of the annual accounts, the applicable Accounting Standards had been followed along with the proper explanation relating to material departures;
- 2. That, the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period.
- 3. That, the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;



DIRECTORS REPORT

4. That, the Directors had prepared the annual accounts on a going concern basis.

Deposits:

During the year under review, the Company has not accepted any deposits within the meaning of Section 58A of the Companies Act, 1956 and the rules made there under. As such no amount of principle or interest was outstanding on the date of the Balance Sheet.

Conservation of Energy, Research & Development, Technology Absorption::

Particulars required to be disclosed under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1988 are annexed hereto as Annexure – A to the Directors' Report.

Foreign Exchange earnings and outgo:

Total foreign exchange earnings during the year was Rs. 472 lakhs (Previous year Rs. 585 lakhs) and foreign exchange outgo was Rs.184 lakhs (Previous year Rs.84 Lakhs)

Particulars of Employees:

Information as per Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 is not required as no employee falls under the category.

Internal Control Systems:

Internal controls implemented by your Company are adequate to ensure that the financial statement is correct, sufficient and credible.

Insider Trading Regulations:

Your Company has implemented Model code of conduct for prevention of insider trading. Directors and senior management people of your Company have complied with the code of conduct.

Listing:

The Equity shares of the Company are listed at The Stock Exchange, Mumbai (presently trading was suspended).

Personnel

The Company has maintained cordial relations with the employees during the year under review. The Company has been giving greater emphasis for restructuring the human resources according to the business requirements of the Company.

Acknowledgements:

Your Directors take this opportunity to thank all investors, business partners, clients, banks, regulatory and governmental authorities, stock exchanges and employees for their continued support.

By Order of the Board of Directors of Everest Organics Limited Sd/-Dr. S. K. Srihari Raju

Dr. S. K. Srihari Raju Managing Director

Place: Hyderabad Date: 17.06.2009

REPORT ON CORPORATE GOVERNANCE

1. Company's philosophy on Corporate Governance

The Company's philosophy on Corporate Governance is to adopt best practices of governance in all facets of its activities with a motive to enhance overall stake holder's value.

2. Board of Directors

Composition and Category:

The Company has an optimum combination of Executive and Non-Executive Directors. The Board comprises of four whole time Directors and five non-executive Directors. Three out of nine are the Independent non-executive directors and Chairman of the Company is Non-Executive. Accordingly, the composition of the Board is in conformity with the listing agreement of stock exchanges. All Independent Non-Executive Directors comply with the legal requirements of being "Independent." Except the Managing Director and Nominee Director all other directors are liable to retire by rotation as per the provisions of the Companies Act, 1956.

The composition of the Board and other relevant details relating to Directors are given below:

S. No.	Name	Category	Designation	* No. of memberships of other Companies Boards/ Committees/ Committee Chairmanships
1	Mr. G. Raghunadhan	Independent Nominee Director	Nominee Director	Nil
2	Mr. V. Swaminathan	Independent Non- Executive Director	Director	Nil
3	Mr. K. Rama Krishna Raju	Independent Non- Executive Director	Director	Nil
4	Dr. K. Eswar Reddy	Promoter Non- Executive Director	Director	Nil
5	Mr. Raju S. Kakarlapudi	Promoter Non- Executive Director	Director	Nil
6	Mr. A. Parvatheesam	Independent Executive Director	Technical Director	Nil
7	Mr. S. K. Hari Krishna	Promoter Executive Director	Executive Director	Nil
8	Mr. M. Bangara Raju	Promoter Executive Director	Director – Legal, HR & Corporate Affairs	Nil
9	Dr. S. K. Srihari Raju	Promoter Executive Director	Managing Director	Nil

^{*} Directorship details exclude private companies, foreign companies and alternate directorships. Membership/Chairmanship of only Audit Committee and Shareholders Grievance Committee has been considered.



Details of Board Meetings and Attendance:

Dates of Board Meetings are fixed in advance and agenda papers are circulated to Directors at least seven days before the meeting.

During the financial year, Board of Directors of the Company met 5 times on 30-04-2008, 30-06-2008, 31-07-2008, 31-10-2008 and 31-01-2009. The attendance details of the directors at the Board Meetings and last Annual General Meeting is as follows:

S.No.	Name of the Director	Number of meetings held	No. of meetings attended	Whether attended the AGM held on August 30, 2008
1	Mr. G. Raghunadhan	5	0	No
2	Mr. V. Swaminathan	2	2	No
3	Mr. K. Rama Krishna Raju	2	2	No
4	Dr. K. Eswar Reddy	5	0	No
5	Mr. Raju S. Kakarlapudi	5	0	No
6	Mr. A. Parvatheesam	5	5	Yes
7	Mr. S. K. Hari Krishna	5	5	Yes
8	Mr. M. Bangara Raju	5	5	Yes
9	Dr. S. K. Srihari Raju	5	5	Yes

Code of Conduct:

The Board has laid down a code of conduct for all Board members and senior management of the Company. All the Board members and senior management of the Company have affirmed compliance with their respective Codes of Conduct for the Financial Year ended March 31, 2009. A declaration to this effect, duly signed by the Managing Director is annexed hereto.

Shareholding details of directors: Details of the shares of the Company held by directors of the Company is as follows:

S. No.	Name of the Director	No. of Shares held as on 31-03-2009
1	Mr. G. Raghunadhan	Nil
2	Mr. V. Swaminathan	Nil
3	Mr. K. Rama Krishna Raju	Nil
4	Dr. K. Eswar Reddy	Nil
5	Mr. Raju S. Kakarlapudi	315300
6	Mr. A. Parvatheesam	Nil
7	Mr. S. K. Hari Krishna	3500
8	Mr. M. Bangara Raju	Nil
9	Dr. S. K. Srihari Raju	123400



Details of Director retiring by rotation seeking re-appointment at the forthcoming Annual General Meeting.

Name of the Director	Mr. A. Parvatheesam
Date of appointment	28 th August 2004
Date of Birth	26 th August 1967
Qualifications	B. Sc.
Expertise in specific functional areas	20 Years experience in Pharma Industry
Directorships held in other Public Companies (excluding foreign companies) Memberships/ Chairmanships of committees across	Nil
public companies (excluding foreign companies)	Nil
Shareholding in the Company	Nil

3. Board Committees

The Board has three committees viz. the Audit Committee, the Remuneration Committee and the Share transfers and Investor Grievance Committee.

a) Audit Committee:

The Audit Committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreement read with Section 292A of the Companies Act, 1956. The terms of reference include:

- Overseeing financial reporting process.
- Recommending the appointment and removal of external auditor, fixation of audit fee and also approval for payment for any other services.
- Reviewing with management the annual financial statements before submission to the board, focusing primarily on compliance with accounting standards and provisions of the Listing Agreements.
- Reviewing with the management and external auditors for adequacy of internal control systems.
- Discussion with external auditors before the audit commences, nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To seek information from any employee;
- To obtain outside legal or other professional advice;
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

Composition and Attendance:

The Audit Committee of the Board comprises of two non-executive independent directors one executive director. Members are Mr. V. Swaminathan, Mr. K. Rama Krishna Raju and Dr. S. K. Srihari Raju. Mr. K. Ramakrishnam Raju is the Chairman of the Committee. Members of the Committee are well versed in finance, accounts, company law and general business practices.

During the financial year 2008-09 Audit Committee met 4 times on 30-06-2008, 31-07-2008, 31-10-2008 and 31-01-2009.

The attendance details of the members of the audit committee is as follows:

Name of the Committee Members	No. of Meetings held	Number of Meetings attended
Mr. V. Swaminathan *	2	2
Mr. K. Rama Krishna Raju *	2	2
Dr. S. K. Srihari Raju	4	4

^{*} Mr. V. Swaminathan and Mr. K. Rama Krishna Raju were appointed as members of the Committee with effective from 31st October 2008.

b) Remuneration Committee:

The members of the Remuneration Committee of the Board of directors are Mr. V. Swaminathan, Mr. K. Rama Krishna Raju and Mr. Raju S Kakarlapudi. Mr. V. Swaminathan is the Chairman of the Committee.

Terms of Reference:

The terms of reference of the Remuneration Committee are review of the compensation policy for the Executive Directors & senior Management. Accordingly, they are authorised to negotiate, finalise and approve the terms of appointment for Managing Director, Executive Directors and senior management on behalf of the Company. The Committee will discharge such other functions or exercise such powers as may be delegated to the Committee by the Board from time to time.

During the year one meeting held on 31st October 2008 and all the members attended the meeting.

Remuneration Policy for Directors:

No director other than Dr. S. K. Srihari Raju, Mr. A. Parvatheesam, Mr. S. K. Hari Krishna and Mr. M. Bangara Raju are drawing remuneration from Company. They are drawing the remuneration for the services rendered in the capacity of whole time directors. No sitting fee is being paid to any of the director.

The details of remuneration and sitting fees paid or provided to each of the Directors during the year 2008-09 are as follows: -

(In Rs.)

S. No.	Name of the Director	Designation	Salary & Perks	Commission	Sitting Fees	Total
1	Mr. G. Raghunadhan	Nominee Director	-	-	-	-
2	Mr. V. Swaminathan	Director	-	-	-	-
3	Mr. K. Rama Krishna Raju	Director	-	-	-	-
4	Dr. K. Eswar Reddy	Director	-	-	-	-

5	Mr. Raju S. Kakarlapudi	Director	-	-	-	-
6	Mr. A. Parvatheesam	Technical Director	3,99,000	-	-	3,99,000
7	Mr. S. K. Hari Krishna	Executive Director	3,00,000	-	-	3,00,000
8	Mr. M. Bangara Raju	Director – Legal, HR & Corporate Affairs	1,50,000	-	-	1,50,000
9	Dr. S. K. Srihari Raju	Managing Director	4,26,000	-	-	4,26,000

No other benefits, bonuses, stock options, pensions or performance-linked incentives are paid to directors except as mentioned above.

c) Share Transfers and Investor Grievance Committee:

Share Transfers and Investors' Grievance Committee is to look into and investigate investors complaints like share transfers, transmissions, dematerializations and rematerialisation of shares, dividend, change of address, and other miscellaneous matters.

There are total three members of the Share transfers and Investor grievance committee. Members consist of Dr. S. K. Srihari Raju, Mr. V. Swaminathan and Mr. M. Bangara Raju. Dr. S.K. Srihari Raju is the Chairman of the Committee. Mr. M. Bangara Raju, Director – Legal, HR & Corporate Affairs is the Compliance Officer.

During the year Company has not received any complaints from the shareholders and there are no pending shareholder complaints or share transfers as on date of this report.

4. General Body Meetings

Details of the last three Annual General Meetings (AGM) are as follows:

Year/Period	Day, Date and Time	Location
2005-06	Wednesday, 27 th September 2006, at 3.00 P.M.	Registered Office of the Company i.e. Aroor Village, Sadasivpet Mandal, Medak District, Andhra Pradesh – 502 291
2006-07	Saturday, 29 th September 2007, at 3.00 P.M.	Registered Office of the Company i.e. Aroor Village, Sadasivpet Mandal, Medak District, Andhra Pradesh – 502 291
2007-08	Saturday, 30 th August 2008, at 3.00 P.M.	Registered Office of the Company i.e. Aroor Village, Sadasivpet Mandal, Medak District, Andhra Pradesh – 502 291

No Special Resolution was passed at the last three AGM's and no business was transacted through postal ballot at the last three AGM's. There was no business is required to be transacted through postal ballot at the forthcoming annual general meeting.

5. Disclosures:

- The Company has not entered into any transaction of material nature with the promoters, the Directors or the management, their subsidiaries or relatives, etc., that may have any potential conflict with the interests of the Company.
- There are no pecuniary relationship or transactions with non-executive director's vis-à-vis the Company, which has potential conflict with the interests of the Company at large.
- The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets during the last three years. No penalties or strictures has been imposed on the Company by Stock Exchange(s) or SEBI or any statutory authority on any matter related to capital markets during last three years.
- The Company has complied with all the applicable mandatory requirements of the revised Clause 49 of the Listing Agreement.

6. Means of Communication:

The Company regularly intimates Un-audited as well as audited financial results to the Stock Exchanges immediately after these are taken on record by the Board. These financial results are normally published in English daily and a vernacular news paper.

Management Discussion and Analysis Report forms part of the Report of the Directors.

7. CEO/CFO Certification:

The requisite certification from the Managing Director required to be given under Clause 49(V) was placed before the Board of Directors of the Company.

8. General Shareholder Information:

Registered Office & address for Correspondence:

Aroor Village, Sadasivpet Mandal Medak District, Andhra Pradesh – 502 291

Annual General Meeting: (Date, Time and Venue)

Saturday, September, 5th 2009; 3.00 P.M Aroor Village, Sadasivpet Mandal Medak District, Andhra Pradesh – 502 291

Book Closure:

September 1, 2009 to September 5, 2009 (both days inclusive)

Listing of Shares:

The Stock Exchange, Mumbai

Share Transfer Agents:

M/s. Venture Capital and Corporate Investments Limited

12-10-167, Bharat Nagar, Hyderabad, 500018, Phone: +91 040-23818475/23818476/23868023

Fax: +91 040-23868024 Email: info@vccilindia.com

Share Transfer System:

Equity Shares lodged for transfer in physical mode are normally registered within 15 days from the date of receipt. The Share Transfer Agent is handling all the Share Transfers and related transactions.

As on March 31, 2009, no share transfer or complaints were pending.

Listing Fee:

The Company has not paid listing fees for the financial year 2006-07, 2007-08, 2008-09 and 2009-10 to the Bombay Stock Exchange where its securities are listed.

Market Price Data:

The Company shares were not traded on Stock Exchanges during the financial year 2008-09.

Distribution of Shareholding as on March 31, 2009.

Number of Equity Shares held	Shareholders (Numbers)	Shareholders (Percentage)	Shares (Numbers)	Shares (Percentage)
Upto – 500 501 – 1000	9,305 531	88.48 5.04	13,81,817 4,50,700	14.90 4.86
1001 – 2000	246	2.33	3,77,144	4.06
2001 – 3000 3001 – 4000	183 45	1.74 0.42	4,68,965 1,65,600	5.05 1.78
4001 – 5000	56	0.53	2,66,812	2.87
5001 – 10000	67	0.63	4,62,417	4.98
10001 and above	83	0.78	56,99,545	61.46
Total	10,516	100.00	92,73,000	100.00

Financial Calendar:

The Company follows April-March as its financial year. The results for every quarter beginning from April are declared in the month following the quarter.

Shareholding Pattern as on March 31, 2009.

Category	No. of Shares	% of Shareholding
Promoters	2557500	27.58
Non-Resident Indians	1089400	11.75
FIIs/Banks etc.	358650	3.86
Mutual Funds and UTI	1600	0.02
Foreign Institutional Investors	Nil	Nil
Body Corporates	1302884	14.05
Indian Public	3962966	42.74
Total	9273000	100

Dematerialization of Shares:

Shares of the Company are under compulsory demat list and nearly 32.57 % of total Equity Share Capital is held in dematerialized form with NSDL and CDSL as on 31.03.2009.

Identification Number of scrip given by NSDL and CDSL is INE334C01011.

Electronic Connectivity:

National Securities Depository Limited Trade world, Kamala Mills Compound Senapati Bapat Marg, Lower parel Mumbai – 400 013.

Central Depository Services (India) Limited Phiroze Jeejeebhoy Towers, 28th Floor Dalal Street, Mumbai – 400 023.

Shareholders' General Correspondence:

The Compliance Officer, Everest Organics Limited, Aroor Village, Sadasivpet Mandal, Medhak District, Andhra Pradesh – 502 291.

> By Order of the Board of Directors, Of Everest Organics Limited

Sd/-Dr. S. K. Srihari Raju Managing Director

Declaration

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, the Board Members and the Senior Management Team have confirmed compliance with the Code of Conduct for the Financial Year ended March 31, 2009.

By Order of the Board of Directors, Of Everest Organics Limited

> Sd/-Dr. S. K. Srihari Raju Managing Director

Place: Hyderabad Date: 17-06-2009

Place: Hyderabad Date: 17-06-2009

CERTIFICATE OF COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT

To The members of Everest Organics Limited

- 1. We have examined the compliance of conditions of Corporate Governance by Everest Organics India Limited (the Company) for the year ended March 31, 2009, as stipulated in clause 49 of the listing agreement of the said Company with the stock exchanges in India.
- 2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
- 3. In our opinion and to the best of our information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned listing agreement.
- 4. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For P. S. N. RAVISHANKER & ASSOCIATES Chartered Accountants

Sd/-P. RAVI SHANKER Partner

Place: Hyderabad Date: 17-06-2009

MAMAGEMENT DISCUSSION AND ANALYSIS REPORT

GENERAL PHARMA INDUSTRIAL SCENARIO

In the present day environment the pharmaceutical industry has grown multifold from an infant industry to an industry serving the global needs.

The Pharmaceutical industry in India has catered to all major therapeutic segments / areas like anti inflammatory, gastroenterology, oncology drugs and antiviral, retroviral.

The domestic pharma industry is presently worth around Rs.85000 crores and is expected to grow at an average rate 10 - 15% p.a. The global market has evolved into different segments like generics, authorized generics, Crams, New Chemical Entities and Para IV filings. The pharmaceutical industry in India has gained adequate and admirable expertise covering all therapeutic areas like oncology, gastroenterology, central nervous system, psychosomatic viral, life style diseases.

The industry in spite of various constraints on the regulatory, statutory fronts and in the midst of high global volatility in terms of supply demand mismatch, high crude prices and infrastructure constraints and international financial melt down has still managed to evolve into a high growth foreign exchange earner for the country and also established India as a dominant player.

We at Everest Organics Limited have tuned ourselves to suit the ever-changing and dynamic scenario.

OPPORTUNITIES FOR THE COMPANY:

Everest Organics is strong in Prazole series. OMEPRAZOLE POWDER, OMEPRAZOLE MAGNESIUM, OMEPRAZOLE SODIUM, ESOMEPRAZOLE MAGNESIUM, PANTAPRAZOLE SODIUM. We have completed all the development works for the future launching products viz., Lansaprazole and Rabiprazole Sodium and can be launched as and when funds are available. Recently we got ISO 9001-2008 certification and we are in the path of ISO-14001 (environmental management system and compliance) to increase the business opportunities in the competitive European and American market.

The company is required to meet the norms of APPCB Joint Action Plan Committee as directed by the Honorable Supreme Court of India. Further more, we have to make investment on Effective Effluent Treatment facility to meet the compliances to meet the stringent norms which were specified by the Honorable Supreme Court.

During the year development has taken place in the form of the company obtaining financial assistance in the form of credit facilities from Kotak Mahindra Bank Ltd.

During the year 2008-09 we made a Gross turnover of Rs.28.50 Crores and for 2009-10 we set for ourselves a target of Gross Turnover of Rs.40 Crores. For this we have enhanced the Omeprazole facility in April, 2008. We have also achieved turnover @Rs.3 Crores per month in the First Quarter of the year 2009-10. The Capital Work in progress that we have embarked upon in January, 2009 will be completed by end of September, 20009 by creating pharma rooms and production bays for Esomeprazole and Pantaprazole with higher volumes of production.

We have already launched the intermediate for Fexofenadine and Sertralone and the commercial activity has already started with domestic companies. The samples are under approval at MNCs. We hope we can add another 6 crores turnover on this product for this financial year. In the second half of this financial year we plan to launch Pelletization facility as a part of forward integration to Omeprazole-API. This will strengthen the company in the international market, to do good turnover for the next financial year.



MAMAGEMENT DISCUSSION AND ANALYSIS REPORT

FINANCIAL PERFORMANCE FOR THE FINANCIAL YEAR 2008-09:

During the financial year 2008-09, the operations have improved substantially by about 24% and this has resulted in the increase of net Turnover from Rs.21 crores to Rs.26 Crores.

During the same period the promoters had brought in Rs.70 lakhs as unsecured loans, which have cascading effect in improving the cash flows, to facilitate larger volumes of production and sales. The total investment made by the promoters in the form of Unsecured Loans & Share Application Money has gone upto Rs.450 lakhs by 31-03-2009. During the year under review, the Supreme Court of India has imposed additional stringency on pollution abatement. The company spent about Rs.30 lakhs to improve the pollution treatment facilities to meet the norms.

OUTLOOK FOR FINANCIAL YEAR 2009-10

During the present financial year the business prospects seem to be improving with the economic scenario for pharma Industry, both nationally and Internationally.

During the 1st quarter ended 30/06/2009, the company made a Gross turnover of Rs.7.08 crores. The improving volumes and margins are likely to result in a net profit of Rs.40 lakhs or above for the 1st quarter.

During the second and third quarters of 2009-10, starting from August the company envisages the capacities of Omeprazole substantially to gain a bigger share of the domestic and global market. In the rest of three quarters, the company is confident of achieving higher turnovers with enhanced profits.

The management projects annual net turnover of about Rs.40 crores and is likely to achieve the same with the enhanced margins.

INTERNAL CONTROLS & SYSTEMS

The internal control systems of the Company are implemented with a view to achieve good ethical culture in the organization. The internal control systems of the Company would ensure that any vulnerability in the achievement of the Company's objectives caused by risk factors whether internal or external, existing or emerging, is detected and reported in a timely manner and is meted out with appropriate corrective action.

HUMAN RESOURCE DEVELOPMENT AND INDUSTRY RELATIONS

The Company understands the significance of human resources in the growth of an organization and is committed to build a highly motivated and committed Human Resource team.



ANNEXURE TO DIRECTORS REPORT

FORM – A								
A. Power and consumption								
,	owere	and consumption	Current year 2008-2009	Previous year 2007-2008				
1.	Elec	tricity	2903813 units	2661050 units				
	a)	Purchased Units KW/H Total amount Rate/Units	Rs.10730869.00 Rs. 3.70	Rs.10105965.00 Rs. 3.80				
	b)	Own generation i) Through diesel generator Units KW/h Diesel consumed (liters) Total Amount Unit (KW/h) per lit.of diesel oil Cost/Units (KW/h) ii) Through Steam turbine/generator	216639 72213 Rs.2655666.95 3.00 Rs. 11.66	48950 20463 Rs. 700971 2.39 Rs. 12.26 Nil				
2.	Qua Tota	l C Grade Intity (in tones) I Cost rage Rate	3612.61 <u>Rs.10743496.50</u> Rs.2974	3186 <u>Rs. 9265414.00</u> Rs. 2907.97				
3.	Furr	ace Oil	Nil	NIL				
4.	Oth	er/internal Generation	Nil	NIL				
В.	Con	sumption per unit of production	6.90	9.89				
	Stan	dards (If any)	Nil	Nil				
PRC	DUC	T (WITH DETAILS) UNITS	Current year	Previous year				
Ciprofloxacin (kgs) } Enrofloxacin } Omeprazole (incl petals) } Chloro Compound } Benzimedazole }			431374 kgs	271005 kgs				
Elec	tricity	(KW/h) per Kg of production	6.90	9.89				
	ace O I (spec	il ify quantity) C grade (mts)	Nil 3612.61	NIL 3186				
		ion of Coal per unit (Kg) of production	8.76	11.76				

ANNEXURE TO DIRECTORS REPORT

FORM - B

FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGICAL ABSORPTION ADAPTION AND INNOVATION

- A. Research and Development(R&D)
 - Specify areas in which R&D Carried out by the company
 - 2. Benefits derived as a result of the above R&D
 - 3. Expenditure on R&D
 - (a) Capital
 - (b) Recurring
 - (c) Total
 - (d) Total R&D expenditure as a percentage of total turnover.
 - B. Efforts in brief, made towards
 Technology absorption, adoption
 and innovation.
 - Benefits derived as result of the above efforts., e.g., Production Improvement, cost reduction Product development, import Substitution, etc.
 - In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year) following information may be furnished.
 - (a) Technology imported
 - (b) Year of import
 - (c) Has technology been fully absorbed?
 - (d) If not fully absorbed, areas where this Has not taken place reasons therefore And future plans of action.

- a. Reduction in quantity of effluents.
- b. Treatment and disposal of effluents.
- c. Process improvement and adoption to suit export market requirements.
- a. Water content in liquid effluent has come down to acceptable levels.
- b. New export market is developed.

Rs. - NII -

Rs. 3.63 in lakhs

Rs. 3.63 in lakhs

0.15%

- a. Technology for manufacture of existing products fully localized
- b. Innovation as on going process continues
- a) Developed technology for manufacture of new products.
- b) Products are ready to start production on commercial scale.

NOT APPLICABLE

То

The Members M/s. EVEREST ORGANICS LIMITED 8-3-214/50, 4th Floor Opp: MCH Park, Srinivasa Colony (West) HYDERABAD – 500 038.

From

P.S.N. RAVISHANKER & ASSOCIATES Chartered Accountants Flat No.205, B-Block, Kushal Towers Khairatabad, HYDERABAD – 500 004.

- 1) We have audited the attached Balance Sheet of M/s. Everest Organics Limited as at 31st March, 2009, and also the Profit and Loss Account and the cash flow statement of the company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
- 2) We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
- 3) As required by the Companies (Auditor's Report) Order, 2003, issued by the Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a Statement on the matters specified in paragraphs 4 and 5 of the said order to the extent applicable.
- 4) Further to our statement referred to in paragraph 3 above, we report that:
 - a) We have obtained all the information and explanations, which to the best our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet and Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in Sub-Section (3C) of Section 211 of the Companies Act, 1956;
 - e) On the basis of written representations received from the directors, as on 31.03.2009, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31.03.2009 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956; and



- f) In our opinion and to the best of our information and according to the explanation given to us, the said accounts give the information required by Companies Act,1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - i) In the case of the Balance Sheet, of the state of affairs of the company as at 31st March, 2009
 - ii) In the case of the Profit & Loss Account of the profit for the year ended on that date; and
 - iii) In the case of the Cash Flow Statement, of the cash flows for the year ended as on that date.

For P.S.N. RAVI SHANKER & ASSOCIATES Chartered Accountants

Place : Hyderabad (P. RAVI SHANKER)
Date : 17-06-2009 Partner

STATEMENT REFERRED TO IN THE AUDIT REPORT

1. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets but the fixed assets register is to be updated for the additions made.

According to the information and explanations furnished to us, the fixed assets of the company have been broadly verified during the year by the management and we are informed that no material discrepancies between the book records and the inventory have been noticed, which may be documented.

- b) There was no disposal of a substantial part of fixed assets.
- 2. a) As explained to us, Physical verification of inventories has been conducted by the management during the year in respect of majority of the high value items at reasonable intervals.
 - b) The procedures of physical verification of inventory followed by the Management appears to be generally reasonable and adequate in relation to the size of the company and the nature of its business.
 - c) The company is maintaining proper records of inventory and we are informed that there were no material discrepancies noticed on physical verification and the discrepancies noticed on such verification have been properly dealt with.
- 3. a) During the year the company has taken unsecured loans outstanding at Rs.93.03 lakhs from 5 parties (Previous year outstanding at Rs.49.46 lakhs from 5 parties) covered in the register maintained under Sec.301 of the Companies Act, 1956. The company has not granted any loans secured or unsecured or provided any guarantees to parties coming under the provision of Sec.301 of the Companies Act, 1956.



- b) The unsecured loans taken are interest free and other terms and conditions of unsecured loans are, prima facie, do not appear to be prejudicial to the interest of the company.
- c) As per the information and explanations furnished to us, no Specific repayment program has been fixed for the unsecured loans.
- 4. In our opinion and according to the information and explanations given to us, the internal control procedures existing in the company with regard to purchase of Inventory and Fixed Assets and for the sale of goods, prima facie, appear to be commensurate with the size of the company and the nature of its business.
- 5. As per the information and explanations given to us, during the year, there are no such contracts or arrangements that are required to be entered in to the register in pursuance of section 301 of the Act.
- 6. As per the information and explanations furnished to us, the Company has not accepted any deposits from the Public during the year to which the directives issued by the Reserve Bank of India and the provisions of Sec.58A and Sec.58AA of the Companies Act, 1956 and Rules framed there under apply. However the Company has taken/accepted the unsecured loans (outstanding at 31-03-2009 to the tune of Rs.313.99 lakhs and outstanding as on 31.03.2008 at Rs.247.21 Lakhs) and share application money (pending allotment outstanding on 31.03.2009 and on 31.03.2008 at Rs.388.81 lakhs) from various parties stated to be coming under the category of promoters, their friends, relatives, employees and sister concerns and it has been explained to us that unsecured loans/share application money have been brought into the company to meet the financial obligations of the company to the Financial Institutions / Banks.
- 7. The company does not have formal internal audit system from the external agency. As per the information and explanations furnished to us by the management the existing internal control procedures covers the internal audit aspects.
- 8. In our opinion and as per the information and explanations given to us, the stock records maintained by the company broadly meet the specifications given by the Central Government U/s.209(1)(d) of the Companies Act, 1956. However, the contents of these accounts and records have not been examined by us in detail.
- 9. a) The undisputed dues including Provident fund, Employees State Insurance, Income- Tax, Sales-Tax, Excise-Duty, Cess and other statutory dues have been deposited by the company during the year with the appropriate authorities with delays. However, Provident Fund dues to the tune of Rs.3.05 lakhs, ESI dues to the tune of Rs.0.83 lakhs, FBT to the tune of Rs.6.05 lakhs; Income Tax to the tune of Rs.9.24 lakhs, Tax deducted at Source to the tune of Rs.7.09 lakhs were outstanding as at 31st March, 2009 for a period of more than 6 months from the date they became payable.
 - b) We are informed that there are no dues in respect of Sales tax/Customs Duty/Excise duty/ Cess which have not been deposited on accounts of any disputes.
- 10. The accumulated losses of the company as on 31.03.2009 amounts to about Rs.990.61 Lakhs (previous year Rs. 1099.88 lakhs). However, the accumulated losses at the end of the financial year are not less than fifty percent of its net worth. During the year 2008-09 and in the immediately preceding financial year the company has not incurred cash losses.

- 11. During the year the company, prima facie, have not defaulted in repayment of dues to the Financial Institutions/Banks.
- 12. As per the information and explanations furnished to us, during the year the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- 13. As per the information and explanations furnished to us, the company has not dealt with or traded in shares, securities, debentures or other investments.
- 14. As per the information and explanations furnished to us, the company has not given any guarantee for loans taken by others from Bank or financial institutions.
- 15. The Term Loans were applied for the purpose for which the loans were obtained.
- 16. The examination of the Financial Statements, prima facie, indicates that short term funds raised by the company do not appear to have been used for long term purposes.
- 17. As per the information and explanations furnished to us, during the year the company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
- 18. The company has not raised any funds in the form of debentures.
- 19. The company has not raised any funds during the year in the form of public issue.
- 20. According to the information and explanations furnished to us, during the year, there was no fraud on or by the company that has been noticed or reported by the management.
- 21. The company is governed by the Companies Act, 1956 and no other special statute is applicable to the company.
- 22. The other particulars of this order are not applicable to the company.

For P.S.N. RAVI SHANKER & ASSOCIATES Chartered Accountants

Place : Hyderabad (P. RAVI SHANKER)
Date : 17-06-2009 Partner



BALANCE SHEET AS AT 31.03.2009

		SCH.	ln	Rs.	AS AT 31.03.2009 In Rs.	ln	Rs.	AS AT 31.03.2008 In Rs.
SOL	URCES OF FUNDS							
I.	Share Holders Funds							
	a) Share Capitalb) Share Application Moneyc) Reserves & Surplus	A B			9,27,30,000 3,88,81,000 10,00,000			9,27,30,000 3,88,81,000 10,00,000
II.	<u>Loan Funds</u>				, ,			, ,
	a) Secured Loans b) Unsecured Loans	C D			8,84,48,846 3,13,99,044			7,64,01,054 2,47,21,826
	Total			-	25,24,58,890	-		23,37,33,881
APP	PLICATION OF FUNDS			_				
IV.	Fixed Assets - Net Block Investments Current Assets,	E F			12,98,66,670 845,408			12,88,73,565 8,45,408
	Loans & Advances	G 11	1,91,0	3,25	5	7,54,30,	500	
	s : Current Liabilities & Provisions Current Assets	s H 9	9,64,1	7,73	2,26,85,522	8 <u>,</u> 14,03 <u>,</u>	320	(59,72,820)
VI.	Miscellaneous Expenditure Profit and Loss Account- Dr.bala	ance			9,90,61,290			10,99,87,728
	Total			-	25,24,58,890			23,37,33,881
	Notes forming part of accounts	Q						
for	per our report even date P.S.N.RAVISHANKER & ASSOCI Irtered Accountants	ATES			for and on behal EVEREST ORGA			
P. R Part	Sd/- AVI SHANKER ner				Sd/- Dr. S.K. SRIHAR Managing Dire	-		
	ce: HYDERABAD e: 17.06.2009				Sd/- Sri. S.K. HARI k Executive Di		A	



PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2009

	Sch.				e Year 8-09				ne Year 07-08
		In	Rs.	In	Rs.	In	Rs.	In	Rs.
INCOME									
Domestic Sales			43,67,220				,77,374		
Export Sales		6,4	17,62,223			6,87	,77,706		
		26,9	91,29,443			21,49	,55,080	-	
Less: Taxes & Duties		2,4	46,33,889			2,02	,28,977		
Net Turnover					,95,554				26,103
Conversion Income					,95,047			,	45,365
Other Income	P				,08,586			,	55,149
Increase/Decrease in Stocks	ı			25	,88,396			45,	54,091
TOTAL INCOME:				26,24	,87,583			20,94,	80,708
EXPENDITURE									
Raw Material Consumed	J			15,30	,95,027			12,14,	00,470
Manufacturing Expenses	K			4,53	,51,824			3,80,	69,128
Salaries, Wages &									
Other Benefits	L				,22,414			, ,	79,742
Administrative Expenses	M				,49,911			,	09,125
Selling & Distribution Expenses	N				,39,469			,	15,472
Interest & Financial Expenses	О				,56,891			,	84,968
Directors Remuneration	E				,75,000				00,000
Depreciation	E			1,32	,67,312			1,23,	12,667
TOTAL EXPENDITURE:				24,96	,57,938			19,83,	71,542
Profit for the year before taxation				1,28	,29,645			1,11,	09,166
Less: Prior Period Adjustments					,05,267				00,161
Profit for the period year				1,27	,24,378			1,10,	09,005
Less: Provision for Income Tax			-				-		
Less: Provision for MAT		1	16,00,000				,70,000		
Less Provision for FBT			2,50,000		,50,000	2	,30,000		00,000
Profit After Tax				1,08	,74,378			94,	09,005
Add : MAT provision excess provided									
for previous year				1.00	52,061				-
Land Description for EDT formation				1,09	,26,439			- ,	09,005
Less : Provision for FBT for prior years				1 00	,26,439				00,000 09,005
Add/(Less): Debit Balance in Profit &				1,09	,20,433			32,	09,003
Loss A/c. brought forward				(10.99	87,728)			(11,91,9	96.733)
Total amount of Loss transferred to				(.0,55)	0. /. 20/			(,5.,	, 0, , 55,
Balance Sheet				(9.90.	61,290)			(10,99,8	37,728)
Basic				,,	1.04			/ / -	0.99
Diluted					1.04				0.99
									0.55

As per our report even date

for P.S.N.RAVISHANKER & ASSOCIATES

Chartered Accountants

Sd/-

P.RAVI SHANKER

Partner

Place: HYDERABAD Date: 17.06.2009

for and on behalf of the Board **EVEREST ORGANICS LIMITED**

Sd/-

Dr.S.K.SRIHARI RAJU S.K. HARI KRISHNA Managing Director

Sd/-

Executive Director



SCHEDULES FORMING PART OF THE BALANCE SHEET

	As at 31.03.2009 In Rs.	As at 31.03.2008 In Rs.
SCHEDULE - A		
SHARE CAPITAL:		
I. AUTHORISED CAPITAL	100 000 000	100 000 000
1,00,00,000 Equity Shares of Rs.10/- each	100,000,000	100,000,000
II. ISSUED, SUBSCRIBED & PAID UP CAPITAL		
92,73,000 Equity Shares of Rs.10/- each fully paid up	92,730,000	92,730,000
Total:	92,730,000	92,730,000
SCHEDULE - B		
RESERVES & SURPLUS:		
Investment Subsidy from Govt. of Andhra Pradesh	1,000,000	1,000,000
Total:	1,000,000	1,000,000
SCHEDULE - C		
SECURED LOANS:		
ARCIL	-	4,95,00,000
Term Loan from Phoenix ARC Ltd.	3,42,15,320	-
Term Loan from Kotak Mahindra Bank Ltd.	1,91,76,743	-
Overdraft from Kotak Mahindra Bank Ltd.	57,06,420	-
Sales Tax Deferment Liability Amount	2,93,50,363	2,69,01,054
Total	8,84,48,846	7,64,01,054
SCHEDULE - D		
UNSECURED LOANS:		
(From the promoters brought under obligation to the Financial Institutions / Banks/ARCIL)	3,13,99,044	2,47,21,826
Total :	3,13,99,044	2,47,21,826



EVEREST ORGANICS LIMITED

	S	SCHEDULES FORMING	PART OF THE BALANCE SHEET	IE BALAN	CE SHEET							
	SCF	SCHEDULE - E FIXED ASSETS									Amount	Amount in Rupees
				GROSS	B LO C K			DEPREC	CIA TION		NET B	BLOCK
	S.S	S.No.Particulars	As at 01.04.2008	Additions during the year	Deletion during the year	As at 31.03.2009	As at 01.04.2008	For the year	Deletions during the year	As at 31.03.2009	As at 31.03.2009	As at 31.03.2008
	-	1. Land & Site Development	53,59,816	•	•	53,59,816	1	ı	ı	1	53,59,816	53,59,816
	2.	Buildings	2,78,83,709	ı	ı	2,78,83,709	1,10,20,426	9,31,316	ı	1,19,51,742	1,59,31,967	1,68,63,283
	3.	Plant & Machinery & Utilities	21,44,99,453 1,08,24,284	,08,24,284	1	22,53,23,737	22,53,23,737 10,97,81,088	1,14,52,043	ı	12,12,33,131 10,40,90,606	10,40,90,606	10,47,18,365
27	4.	Office Equipment	13,47,405	77,500	1	14,24,905	12,93,554	86,309	1	13,79,863	45,042	53,851
,	5.	Computers	27,90,179	4,06,138	ı	31,96,317	24,23,256	4,85,739	ı	29,08,995	2,87,322	3,66,923
	9.	Furniture & Fittings	9,55,428	97,626	i	10,48,054	6,19,095	62,773	1	6,81,868	3,66,186	3,36,333
	7.	7. Vehicles	24,46,841	13,08,167	ı	37,55,008	12,71,847	2,49,134	1	15,20,981	22,34,027	11,74,994
		Total (A):	25,52,82,831	1,27,08,715		26,79,91,546	12,64,09,266	1,32,67,312	•	13,96,76,578	12,83,14,968	12,88,73,565
	<u>.</u>	1. Capital Works-in-progress										
		Buildings	1	10,61,687	ı	10,61,687	•	1	ı	•	10,61,687	, –
		Plant & Machinery	1	4,90,016	ı	4,90,016	•		ı	•	4,90,016	, –
		Total Capital W.I.P. (B)	•	15,51,703		15,51,703			•	•	15,51,703	•
		Grand Total (A+B):	25,52,82,831	1,42,60,418		26,95,43,249	26,95,43,249 12,64,09,266	1,32,67,312	•	13,96,76,578	12,98,66,670	12,88,73,565
] [-				



SCHEDULES FORMING PART OF THE BALANCE SHEET

		3	AS AT 1.03.2009 In Rs.		AS AT 31.03.2008 In Rs.
SC	HEDULE - F				
IN	VESTMENTS				
	ares with P.E.T.L.		8,15,408		8,15,408
Sha	ares with SBT		30,000		30,000
		_	8,45,408		8,45,408
SC	HEDULE - G	_			
<u>CU</u>	RRENT ASSETS, LOANS & ADVANCES :				
A.	CURRENT ASSETS:				
1.	Inventories (As valued and Certified by the Management)				
a.	Finished Goods (at cost or Market Price whichever is lower)	37,11,100		38,45,822	
	Work-In-Process (at Cost of Raw materials & proportionate	70,38,614		43,15,496	
~.	Overheads)	, 0,00,01.		.5,.5,.50	
c.	Raw Material(at cost or market value whichever is lower)				
i)	at factory	1,46,27,286		68,48,434	
ii)	With Job Workers	6,12,914		12,63,774	
d.	Stores and Spares	17,67,615		10,74,625	
e.	Packing Material	40,058		34,856	
f.	Coal Stock	23,38,099	3,01,35,686	22,11,496	1,95,94,503
2.	Sundry Debtors		•		
	(Unsecured, Considered Good)				
i)	Above 6 Months	11,96,176		8,13,252	
ii)	Below 6 Months	6,87,30,049	6,99,26,225	4,31,45,185	4,39,58,437
3.	Cash on Hand		10,429		3,971
4.	Balance with Schedule Banks :				
	In Current Accounts		9,98,900		3,23,918
	In Deposit Accounts		1,00,00,000		-
5.	Tax Deducted at Source	_	3,36,280		6,54,623
	Total : A		11,14,07,521		6,45,35,452
В.	LOANS & ADVANCES:	_			
1.	Advances recoverable in Cash or kind for the value		31,66,430		62,27,145
	to be recovered				
2.	Prepaid Insurance		69,300		84,590
3.	Deposits with various Departments		32,02,285		26,41,603
4.	Cenvat Credit		6,00,200		6,14,940
6.	Other Receivables		6,57,520	_	13,26,770
	Total (B)		76,95,735	_	1,08,95,048
	Grand Total (A) + (B)		11,91,03,255		7,54,30,500



SCHEDULES FORMING PART OF THE BALANCE SHEET

	AS AT 31.03.2009 In Rs.	AS AT 31.03.2008 In Rs.
SCHEDULE - H		
CURRENT LIABILITIES & PROVISIONS:		
A. CURRENT LIABILITIES		
 Creditors for Raw Materials Creditors for Expenses Creditors for Capital Goods Other Creditors Statutory Dues 	6,21,89,033 56,86,681 22,87,821 1,92,58,940 39,14,115	4,58,74,370 40,56,009 25,34,971 1,98,36,544 67,78,301
TOTAL A:	9,33,36,591	7,90,80,195
 B. PROVISIONS 1. Provisions for Income Tax MAT 2. Provision for FBT 3. Provisions for FBT for earlier years 4. Provision for Gratuity TOTAL B: TOTAL A + B	16,00,000 2,50,000 4,30,000 8,01,142 30,81,142 9,64,17,733	13,70,000 2,30,000 2,00,000 5,23,125 23,23,125 8,14,03,320
SCHEDULE - I		
INCREASE /(DECREASE) IN STOCKS		
Closing Stocks Work-in-Process Finished Goods	70,38,614 37,11,100 1,07,49,714	43,15,496 38,45,822 81,61,318
Opening Stocks Work-in-Process Finished Goods	43,15,496 38,45,822 81,61,318	36,07,227
Total	25,88,396	45,54,091



SCHEDULES FORMING PART OF THE PROFIT & LOSS ACCOUNT

	AS AT 31.03.2009 In Rs.	AS AT 31.03.2008 In Rs.
SCHEDULE-J		
RAW MATERIAL CONSUMED		
Opening Stock at Factory	68,48,434	40,08,270
Opening Stock with Job Workers	12,63,774	5,42,975
Purchase Raw Materials	16,02,23,019	12,49,61,433
Total : A	16,83,35,227	12,95,12,678
Less : Closing Stock at Factory	1,46,27,286	68,48,434
Closing Stock with Job Workers	6,12,914	12,63,774
Total : B	1,52,40,200	81,12,208
Rawmaterial Consumed - Total : A - B	15,30,95,027	12,14,00,470
SCHEDULE - K		
MANUFACTURING EXPENSES:		
Material Conversion Charges	23,50,789	34,92,695
2. Power & Fuel	2,28,89,402	1,86,37,948
3. Stores Consumables	26,39,564	16,94,551
4. R & D Expenses	3,62,554	4,36,118
5. Effluent Charges	26,64,548	31,40,272
6. Plant Repairs & Maintenance Charges	82,56,291	51,77,047
7. Production Contract Charges	61,88,676	54,90,497
Total:	4,53,51,824	3,80,69,128
SCHEDULE-L		
SALARIES, WAGES & BENEFITS TO STAFF		
Salaries	1,14,03,528	93,37,149
Wages	5,98,249	5,13,982
Statutory and other benefits	54,42,620	36,05,486
	2,78,017	5,23,125
Provision for Gratuity		



SCHEDULES FORMING PART OF THE PROFIT & LOSS ACCOUNT

		AS AT 31.03.2009 In Rs.	AS AT 31.03.2008 In Rs.
SCHEDULE - M			
ADMINISTRATIVE EXPENSES	•		
Travelling & conveyance		9,82,394	6,59,726
Postage & Telephone Charges		4,27,419	4,19,791
Rent, Rates & Taxes		8,08,631	10,49,417
<u>Audit Fees</u>			
a) Statutory Audit fees		80,000	60,000
b) Tax Audit fees		30,000	20,000
c) Others		30,000	20,000
Insurance		8,47,997	8,21,250
Consultancy Charges		7,61,677	1,92,464
Other Administrative Expenses	5	21,81,793	22,66,477
	TOTAL:	61,49,911	54,18,081
SCHEDULE - N SELLING & DISTRIBUTION EX	KPENSES:		
Postage & Telegrams		35,300	27,296
Business Promotion		16,16,760	16,96,338
Travelling & Conveyance		5,82,150	1,83,742
Commission & Discounts		5,53,168	4,95,123
Freight - Outward		12,93,293	12,18,124
Packing Material		14,48,093	8,66,429
DEPB fee & ECGC premium		10,600	15,130
Analytical Charges		1,00,106	1,13,290
	TOTAL:	56,39,469	46,15,472
SCHEDULE - O INTEREST & FINANCIAL CHA	ARGES:		
Interest		36,37,517	1,37,771
Bill Discounting Charges		2,64,893	3,04,822
Other Finance Charges		32,54,570	8,42,375
	TOTAL:	71,56,981	12,84,968
SCHEDULE - P OTHER INCOME:			
Exchange Variance		26,58,217	8,32,782
Interest on Fixed Deposits		2,50,369	22,367
	TOTAL:	29,08,586	8,55,149



SCHEDULE-Q

1. ACCOUNTING POLICIES

a) Accounting Assumptions

These Financial Statements have been prepared under the historical cost convention in accordance with the generally accepted accounting principles and the provisions of the Companies Act, 1956 as adopted consistently by the company and the accounting standards prescribed by the Institute of Chartered Accountants of India with revenues recognized and expenses accounted for on their accrual including provisions / adjustments for committed obligations and amount determined as payable or receivable during the year.

b) Fixed Assets

Fixed Assets are stated at historical cost of acquisition net of CENVAT, net of APVAT, which is inclusive of freight, installation charges, duties and incidental expenses and the proportionate expenditure incurred during the installation period capitalized.

c) <u>Depreciation</u>

Depreciation on fixed assets is provided on the basis of straight line method at the rates provided for in the Schedule - XIV of the Companies Act, 1956 for the actual period of the usage of the assets, with Plant & Machinery being treated as continuous processing machinery.

d) Inventories

Raw materials are valued at the lower of the cost or market value. Work-in-process is valued at cost of raw materials and proportionate overheads. Finished goods are valued at lower of the cost or market value / net realizable value. Cost includes all charges incurred in relation to the goods.

e) Research & Development Expenditure

It is the policy of the company to transfer the Research & Development Expenditure on capital items to assets and depreciation is charged thereon accordingly at the applicable rates and Revenue expenditure on Research and development is charged off to Profit & Loss in the year in which it is incurred. During the year the Company has not incurred expenditure of capital nature on R&D.

f) <u>Impairment of Assets</u>:

The company assesses, from time to time, as to whether there is any indication that an asset is impaired. However, there has been no impairment loss during the year.

2.		(Rs. in	lakhs)	
	a) Foreign Exchange Expenditure	2008-09	2007-08	
	i) Payments to Raw Material Creditors	w Material Creditors 181.95 78.67		
	ii) Travelling expenses	2.15	4.41	
	b) Foreign Exchange received on Exports	472.00	585.00	

3. In view of the substantial carried forward losses and unabsorbed depreciation no deferred tax asset has been recognized as provided in the Accounting Standard on Taxes on Income, on a conservative principle.

- 5. The Secured Loans(Schedule C) are secured by the first charge by way of equitable mortgage by deposit of Titles Deeds of the Company's immovable properties situated at Aroor Village, Sadasivapet Mandal, Medak District, both present and future and Hypothecation/ pledge of company's movable properties both present and future and also by the personal guarantee of promoter directors.
- 6. The total CENVAT available on Raw Materials amounting to Rs.182.42 Lakhs (previous year Rs.153.15 lakhs) has been adjusted in the cost of raw materials and the unavailed Cenvat credit amounting Rs.6.00 Lakhs (previous year Rs.6.14 lakhs) has been shown in the "Current Assets" in the Balance Sheet.

7. Investment

Investment of Rs.8.45 Lakhs represents fully paid Equity Shares of M/s.Patancheru Envirotech Limited made as contribution for utilizing their services of common Effluent Treatment Plant set up by the M/s.Patancheru Envirotech Ltd. to the tune of Rs.8.15 Lakhs and shares in the State Bank of Travancore amounting to Rs.0.30 Lakhs and the same are valued at cost.

8 Particulars of Managerial Remuneration (Salary, Allowances, etc.):

(Amount – Rs. In lakhs)

Particulars	2008-09	2007-08
Managing Director & Other Directors	12.75	12.00

9. Details of production, Turnover (As certified by the management)

a) Annual Capacities: (as Certified by the management)

Year		2008-09		2007-08		
Name of the Product	Installed Capacity TPA	Operating Capacity TPA	% of Capacity Achieved	Installed Capacity TPA	Operating Capacity TPA	% of Capacity Achieved
Ciprofloxacin Enrofloxacin	150	60.11	40.07	150	90	60.00
Omeprazole Op.Sulphide Op.Magnesium	110	99.08	90.07	80	78	97.50
Benzimidazole	120	79.80	66.50	120	96.79	80.66
DMPA	60	7.50	12.50	60	11.38	18.97
Esomeprazole	12	7.30	60.83	12	1.04	8.67

b. Details of Production, Turnover (As certified by the management)

Description	Produ	oduction Sales Net Sales \		Value		
	(Qty./	(Qty./Kgs.) (Qty./Kgs.)		′Kgs.)	s.) (Rs.in Lacs)	
Product	2008-09	2007-08	2008-09	2007-08	2008-09	2007-08
Omeprazole Powder	74782	46374	52732	45918	1209.41	972.02
Benzimidazole	79892	97994	45719	62425	235.43	274.42
Chloro Compound	86821	71442	20346	32503	394.11	618.51
Op.Sulphide	92069	53218	_	4	_	0.08
Op.Magnesium	4086	387	3853	524	86.42	9.62
Omeprazole Pellets	8832	_	6125	400	22.08	1.32
Omeprazole Sodium	630	280	739	242	22.74	5.55
Esomeprazole Magnesium	7346	1310	8902	1230	355.26	42.13
Pantaprazole	1651		1526	_	74.60	_
Ammonium sulphate	123920		186285	_	13.30	_
Others	75265	_	18861	_	31.61	23.61
Total:					2444.96	1947.26

c) Details of Major Raw-material consumed (As certified by the management)

	2008-09		2007-08	
Description	(Qty/Kgs)	Value (Rs.lacs)	(Qty/Kgs)	Value (Rs.lacs)
3, 5 Lutidine	74,730	217.17	74,760	210.37
MDC	282,895	93.36	85,151	20.83
Acetone	15,288	8.67	110,157	65.67
Acetic Acid	158,140	51.68	178,973	70.58
Toluene	92,509	50.18	96,147	48.71
Para Ansidine	90,250	104.01	66,676	54.05
Methanol	270,129	59.43	292,906	47.40
DMS	61,966	9.29	63,755	13.97
APS	142,137	112.02	136,327	79.20
Other Materials	_	825.14	_	603.22
Totals:		1530.95		1214.00

d. Value of Imported and indigenous Raw material consumed (As certified by the Management)

(Amount-Rs.in Lakhs)

	2008-09		2007-08	
Item	Percentage	Value	Percentage	Value
Imported	15.67	237.83	16.85	204.60
Indigenous	84.33	1283.54	83.15	1009.40
Total	100.00	1521.37	100.00	1214.00

- 10. Contingent Liabilities not provided for: NIL.
- 11. Amount due to small Scale Industrial Undertaking during the year ended 31.03.2009 could not be identified as specific information regarding SSI Status is not forthcoming from parties.
- 12. The company deals in Bulk Drugs, APIs, and thus deals in only one segment and hence the information pertaining to the Segmental Reporting is not applicable to the company.
- 13. Paise have been rounded off to the nearest rupee.
- 14. Figures have been re-grouped/re-arranged wherever necessary.
- 15. The balances outstanding on account of sundry debtors/sundry creditors/advances are subject to confirmation from the respective parties.

As per our report even date For P.S.N.RAVISHANKAR & ASSOCIATES CHARTERED ACCOUNTANTS For and on behalf of the Board of Directors of EVEREST ORGANICS LIMITED

Sd/-(P.RAVI SHANKER) Partner Sd/-(Dr. S.K.SRIHARI RAJU) Managing Director Sd/-(S.K.HARI KRISHNA) Executive Director

Place: HYDERABAD Date: 17.06.2009.



CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2009

Particulars Cash Flow from Operating Activities Profit/(Loss) as per the Profit & Loss A/c. Adjustment for Depreciation Profit (Contribution) Year Ended 31-03-2009 128.30 128.30 132.67	Year Ended 31-03-2008 111.09 123.13 5.23
Cash Flow from Operating Activities Profit/(Loss) as per the Profit & Loss A/c. 128.30 Adjustment for Depreciation 132.67	111.09 123.13
Profit/(Loss) as per the Profit & Loss A/c. 128.30 Adjustment for Depreciation 132.67	123.13
Adjustment for Depreciation 132.67	123.13
D :: (C ::	5.23
Provision for Gratuity 2.78	-
Excess Provision made for previous year (MAT) 0.53	
Interest and Financial Charges paid 71.57	12.85
Interest earned (2.50)	(0.22)
Operating Profit/(Loss) before working capital charges 333.35	252.08
Adjustment for:	
(Increase)/Decrease in Sundry Debtors (259.68)	(154.30)
(Increase)/Decrease in Inventories (105.41)	(88.71)
Increase/(Decrease) in Current Liabilities 128.86	153.51
(Increase)/Decrease in Loans & Advances & Other Current Assets 35.18	22.64
Cash Generated from Operations 132.30	185.22
Cash Flow from Investing Activities	
Purchase of Fixed Assets including Capital Works in Progress (142.60)	(69.34)
Interest Earned 2.50	0.22
Deferred Revenue Expenditure -	-
Cash used in Investing Activities (140.10)	(69.12)
Cash Flow from Financing Activities	
Increase/(Decrease) Loans from Banks/Financial Institutions 95.98	-
Amount paid to ARCIL & Kotak Mahindra Bank -	(230.00)
Increase /(Decrease) in other secured loans 24.49	36.86
Prior Period Adjustments (1.05)	(1.00)
Increase/(Decrease) Unsecured Loans 66.77	89.12
Interest and Financial Charges paid (71.57)	(12.85)
114.63	(117.87)
Net Increase/(Decrease) in Cash & Cash Equivalents 106.82	(1.77)
Opening Cash & Cash Equivalents 3.27	5.04
Closing Cash & Cash Equivalents 110.09	3.27

AUDITORS CERTIFICATE

We have examined the cash flow statement of M/s.Everest Organics Limited for the year ending 31st March, 2009. The statement has been prepared by the company in accordance with the requirements of Clause 32 of the Listing Agreement with Mumbai Stock Exchange and is based on and is in agreement with the corresponding Profit & Loss Account and Balance Sheet of the company as per our report dated 17th June, 2009, to the Members of the Company.

As Per our report even date

For P.S.N. Ravi Shankar & Associates

Chartered Accountants

P.Ravi Shanker Partner.

Date: 18.06.2009 Place: HYDERABAD For and on behalf of the Board **EVEREST ORGANICS LIMITED**

Sd/-(Dr.S.K.SRIHARI RAJU)

Managing Director

BALANCE SHEET ABSTRACT AND COMPANY GENERAL BUSINESS PROFILE

I. REGISTRATION DETAILS

i. Registration No.ii. State codeiii. Balance Sheet Dateiii. 31.03.2009

II. CAPITAL RELEASD DURING THE YEAR (Amount Rs' 000)

i. Public Issue : NIL ii. Rights : NILii. Bonus Issue : NIL iv. Private Placement : NIL

III. POSITION OF MOBILATION AND DEPLOYMENT OF FUNDS (Amount Rs' 000)

Total Liabilities : Rs.252459 Total Assets : Rs.252459

SOURCES OF FUNDS

i. Paid up Capital : 92730 ii. Reserves & Surplus : 1000 iii. Secured Loans : 88449 iv. Unsecured Loans : 31399

v. Share Application : 38881

Money

APPLICATION OF FUNDS

i. Net Fixed Assets : 129867 ii. Investments : 845 iii. Net Current Assets : 22686 iv. Misc.Expenses : NIL

v. Accumulated : 99061

Losses

III.

IV. PERFORMANCE OF THE COMPANY (AMOUNT Rs. '000)

i. Turnover including other income 262488 **Total Expenditure** ii. 249658 Profit before tax iii. 12724 iv. Profit after tax 10926 Earnings per share Rs.1.04 ٧. vi. Dividend rate (%) NIL

V. GENERIC NAMES OF THREE PRINCIPLE PRODUCTS/SERVICES OF THE COMPANY (AS PER MONEY MONETARY TERMS)

I. Item Code No: (ITC Code) : 29419003

Product Description CIPROFLOXACIN

II. Item Code No (ITC Code) : 29420029
Product Description : OMEPRAZOLE

Item Code (ITC Code) : 294420090

Product Description : BENZIMEDAZOLE



AROOR VILLAGE, SADASIVPET MANDAL MEDAK DISTRICT, ANDHRA PRADESH - 502 291

PROXY FORM

I/We			
member/members of the above vote for me/us on my/our beh Saturday the 5th September 20 Andhra Pradesh - 502 291	ve named company, here alf of the 16 th Annual Ge	eby appoint ———— eneral Meeting of the	as may proxy to e Company to be held on
Signed this	day of	2009.	Affix
Ledger Folio No	No.of Shares		Revenue Stamp
Signature			
	eted must be deposited at ne time for holding the m cut her	eeting. A proxy nee	ed not be a member
A	EVEREST ORGANIC ROOR VILLAGE, SADAS MEDAK DISTI ANDHRA PRADESH	SIVPET MANDAL RICT, H - 502 291	
	ATTENDANCE	SLIP	
I hereby record my presence Aroor Village, Sadasivpet Ma September 2009, at 3 P.M.			
Full Name of the Member (in Block Letters)	:		
2. Full Name of the Proxy	:		
3. Ledger Folio No.	:		
4. Number of Shares Held	:		
NOTE: Members attending the venue of the me	must fill in this attendangeting.	ce slip and hand it o	over at the entrance of

PRINTED MATTER BOOK - POST

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If Undelivered, please return to:

EVEREST ORGANICS LIMITED

Corporate Office: 8-3-214/50 Srinivas Colony (West) Opp.MCH Park, Madhura Nagar Hyderabad - 500 038.