

Date: 03.02.2018

Bombay Stock Exchange Limited, 25th Floor, Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai – 400 001 Scrip Code: 532646	The National Stock Exchange Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Scrip Code: UNIPLY
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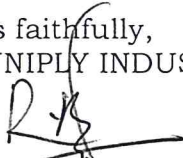
Dear Sir/Madam,

SUB: Submission of Notice of the Extra Ordinary General Meeting.

We are submitting herewith a copy of the Notice of the Extra Ordinary General Meeting to be held on 28th February, 2018 for your necessary information and record.

Thanking You

Yours faithfully,
For UNIPLY INDUSTRIES LIMITED


Mr. Raghuram Nath
Company Secretary
ACS: 18635

Encl: As above





UNIPLY INDUSTRIES LIMITED

CIN:L20293TN1996PLC03648

#572, Annasalai, Teynampet, Chennai - 600 018

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA- ORDINARY GENERAL MEETING OF THE MEMBERS OF M/S. UNIPLY INDUSTRIES LIMITED WILL BE HELD ON WEDNESDAY THE 28TH DAY OF FEBRUARY, 2018 AT 11.00 A.M. AT MUSIC ACADEMY (KASTURI SRINIVASAN HALL) # OLD NO. 306, NEW NO. 168, T.T. KRISHNAMACHARI ROAD, ROYAPETTAH, CHENNAI, TAMIL NADU-600014, TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. TO INCREASE THE AUTHORISED SHARE CAPITAL AND TO AMEND THE CLAUSE V OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT Pursuant to Section 61(1)(a), Section 64(1)(a) of the Companies Act, 2013 and Rule 15 of the Companies (Share Capital & Debentures) Rules, 2014 and other applicable provisions if any, the authorized share capital of the Company be and is hereby increased from Rs. 25,00,00,000/- (Rupees Twenty Five Crores) comprising 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs.10/- each to Rs. 65,00,00,000/- (Rupees Sixty-Five Crores) comprising of 6,50,00,000 (Six Crore Fifty Lakhs) Equity Shares of Rs.10/- each, the new equity shares shall rank paripassu with the existing equity shares.

RESOLVED FURTHER THAT pursuant to the provisions of section 13 of the Companies Act, 2013, the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V:

- V. The Authorised Share Capital of the Company is Rs. 65,00,00,000/- (Rupees Sixty-Five Crores) comprising of 6,50,00,000 (Six Crore Fifty Lakhs) Equity Shares of Rs.10/- each, with power to increase or reduce the capital of the Company and/or the nominal value of the shares and to divide the shares in the capital for the time being into several classes.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate.”



2. TO ISSUE AND ALLOTMENT OF UPTO 48,43,630 EQUITY SHARES TO NON-PROMOTERS ON PREFERENTIAL BASIS.

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with the provisions of Chapter VII of the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009, (hereinafter referred to as "SEBI (ICDR) Regulations") (including any statutory amendment, modification, variation or re-enactment thereof, and the provisions of any rules/regulations / guidelines issued / framed by the Central Government, for the time being in force), relevant enabling provisions of the memorandum and Articles of Association of the Company, and in accordance with the Listing Agreement entered into by the Company with the Stock Exchanges where the securities (Equity shares) of the Company are listed and subject to all such approvals, consents, permissions and / or sanctions as may be required by law from Government of India, Securities and Exchange Board of India, Stock Exchanges and any other appropriate, regulatory, concerned authorities, institutions or body (hereinafter singly or collectively referred to as "the appropriate authorities") and subject to such terms, conditions, alterations, changes, variations and / or modifications as may be prescribed or imposed by any or more or all of them while granting any such consents, permissions, approvals and / or sanctions (hereinafter singly or collectively referred to as "the requisite approvals") which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee (s), which the Board may have constituted or hereafter constitute in this behalf to exercise the powers conferred on the Board by this Resolution), the Board be and is hereby authorized to create, offer issue and allot upto 48,43,630 (Forty Eight Lakhs Sixty Three Thousands Six Hundred Thirty) Equity Shares of Rs.10/- (Rupees Ten Only) each at a premium of Rs.401.85/- (Rupees Four Hundred One and Eight Five Paise Only) ie., at a total price of Rs.410.85/- (Rupees Four Hundred Ten and Eight Five Paise Only) aggregating to Rs.199.00 crores (Rupees One Hundred Ninty Nine Crores only) to the non-promoters considering 29th January, 2018 as the Relevant Date being the 30 days prior to the date of declaration of results of the Extra-Ordinary General Meeting, as per the provisions of Regulation 71 of Chapter VIII of SEBI Regulations, on a preferential issue basis through private placement (the preferential issue) and on such terms and conditions, including payment of monies as may be approved or finalized by the Board to the following persons ("The proposed allottee") as detailed below:

Sl No.	Name of the proposed subscriber	Category	No. of Shares	Consideration
1	Madras Electronics Solutions Pvt Ltd	Non-Promoter	14,29,962	Cash
2	Caishen Enterprises LLP	Non-Promoter	3,65,097	Cash
3	Jumbo Finance Ltd	Non-Promoter	2,43,398	Cash
4	Sudhir Power Limited	Non-Promoter	1,82,548	Cash
5	Padmanabhan Balasubramaniam	Non-Promoter	1,75,246	Cash
6	Rohit Anand	Non-Promoter	1,70,378	Cash
7	Excello Fin Lea Ltd	Non-Promoter	1,21,699	Cash

8	Apurva Goswamy	Non-Promoter	1,21,699	Cash
9	Rambo Trading LLP	Non-Promoter	97,359	Cash
10	Vivek Vig	Non-Promoter	97,359	Cash
11	Ranvi R Shah	Non-Promoter	73,019	Cash
12	Manish Kumar Verma	Non-Promoter	73,019	Cash
13	NandKishor Chaturvedi	Non-Promoter	54,765	Cash
14	Ritesh Infrastructure Pvt Ltd	Non-Promoter	48,680	Cash
15	Vireet Investments Pvt Ltd	Non-Promoter	48,680	Cash
16	Amarinder Singh Bedi	Non-Promoter	48,680	Cash
17	Rohit Agarwal	Non-Promoter	48,680	Cash
18	Shobha Nikesh Sanghvi	Non-Promoter	48,680	Cash
19	Raji Subramanian	Non-Promoter	48,680	Cash
20	Jai Drinks Pvt Ltd	Non-Promoter	48,680	Cash
21	Rakesh Dewan	Non-Promoter	36,510	Cash
22	Ram Ramrakhiani	Non-Promoter	36,510	Cash
23	Balvant Dhirajlal Mehtalia	Non-Promoter	36,510	Cash
24	Suresh Narsappa Talwar	Non-Promoter	36,510	Cash
25	Minesh Patel	Non-Promoter	36,510	Cash
26	Deepak Khilnani	Non-Promoter	36,510	Cash
27	Anish Behl	Non-Promoter	36,510	Cash
28	PL S Trust	Non-Promoter	30,425	Cash
29	RR Trust	Non-Promoter	30,425	Cash
30	Kalwant Singh Bhambra	Non-Promoter	29,208	Cash
31	Sudheer Soma	Non-Promoter	26,774	Cash
32	Nabros Transport Pvt Ltd	Non-Promoter	24,340	Cash
33	Indu Kothari	Non-Promoter	24,340	Cash

34	M C Davar Holdings P Ltd	Non-Promoter	24,340	Cash
35	Umesh Rajnikant Thakore	Non-Promoter	24,340	Cash
36	Bharatrao Vasantrao Kamte	Non-Promoter	24,340	Cash
37	Mahakhurshid Khushrooh Byramjee	Non-Promoter	24,340	Cash
38	Rajesh Dembla	Non-Promoter	24,340	Cash
39	Uday Shetty	Non-Promoter	24,340	Cash
40	Rupika singh	Non-Promoter	24,340	Cash
41	Niraj Mukesh Patel	Non-Promoter	24,340	Cash
42	Sanjay Kumar Srivastava	Non-Promoter	24,340	Cash
43	Uday Partap Singh Kairon	Non-Promoter	24,340	Cash
44	Suresh Chandar Rajpal	Non-Promoter	24,340	Cash
45	Naren Chandrakant Bhatt	Non-Promoter	24,340	Cash
46	Gen Bhupinder Singh	Non-Promoter	24,340	Cash
47	Nikhil Sachdev	Non-Promoter	24,340	Cash
48	Sonal Singh	Non-Promoter	24,340	Cash
49	Shekhar H Kirani	Non-Promoter	24,340	Cash
50	Rohan Subhash Sundesha	Non-Promoter	24,340	Cash
51	Maneck Mulla	Non-Promoter	19,472	Cash
52	Saroj Bhutoria	Non-Promoter	14,604	Cash
53	Daljeet Niranjana Singh	Non-Promoter	12,170	Cash
54	Jay Prakash Ramrakhiani	Non-Promoter	12,170	Cash
55	Jayant Sood	Non-Promoter	12,170	Cash
56	Dhilan Kanakia	Non-Promoter	12,170	Cash
57	Premila Vasanthi Stephen	Non-Promoter	12,170	Cash
58	Kamlesh Ramanlal Sanghavi	Non-Promoter	12,170	Cash
59	Gowra Nirmala	Non-Promoter	12,170	Cash

60	Himanshu Madanlal Shah	Non-Promoter	12,170	Cash
61	Sarvani Tradelink Pvt Ltd	Non-Promoter	12,170	Cash
62	Usha Tulsian	Non-Promoter	12,170	Cash
63	Percy Arsiwala	Non-Promoter	12,170	Cash
64	Rimzim Himanshu Shah	Non-Promoter	12,170	Cash
65	Santosh Daljeet Singh	Non-Promoter	12,170	Cash
66	Ved Prakash Chaturvedi	Non-Promoter	12,170	Cash
67	Rajesh Faqirchand Mehra	Non-Promoter	9,736	Cash
68	Dinesh Nagraj Jain	Non-Promoter	9,736	Cash
69	Aditya Tikmani	Non-Promoter	9,736	Cash
70	Anita Belani	Non-Promoter	7,302	Cash
71	Pallavi Joshi Bakhru	Non-Promoter	7,302	Cash
72	Arjun Vivek Datta	Non-Promoter	6,085	Cash
73	Sumati B Kothari	Non-Promoter	6,085	Cash
74	Harsh Singh Lohit & Rabab Lohit	Non-Promoter	6,085	Cash
75	Vinod Kumar Grover	Non-Promoter	6,085	Cash
76	Anil Arora	Non-Promoter	6,085	Cash
77	Bharatkumar Mangilal Jain	Non-Promoter	6,085	Cash
78	EVL Consultants LLP	Non-Promoter	6,085	Cash
79	Sanjay Malik	Non-Promoter	6,085	Cash
80	Sharmila Vinod Jain	Non-Promoter	6,085	Cash
81	Arti Srivastava	Non-Promoter	6,085	Cash
82	Murlidhar Mundhra	Non-Promoter	6,085	Cash
83	Niraj Bhuwania	Non-Promoter	6,085	Cash
84	Venugopalan Swaminathan	Non-Promoter	6,085	Cash
85	Vishal Vohra	Non-Promoter	6,085	Cash

86	T C Guruprasad	Non-Promoter	6,085	Cash
87	Anil Kumar Gowra	Non-Promoter	6,085	Cash
88	Latha Alaguvelu	Non-Promoter	6,085	Cash
89	Laxmi Prasad Gowra	Non-Promoter	6,085	Cash
90	Vijay Kumar Gupta Kopuri	Non-Promoter	6,085	Cash
91	Rami Kaushal	Non-Promoter	6,085	Cash
92	Anshita Arya	Non-Promoter	6,085	Cash
93	Susmita Samir Shaikh	Non-Promoter	6,085	Cash
94	Thanga Stephen Pragasam	Non-Promoter	6,085	Cash
95	Prithika Prakash Stephen	Non-Promoter	6,085	Cash
96	Sakshi Gupta	Non-Promoter	6,085	Cash
97	Shweta Jalan	Non-Promoter	6,085	Cash
98	Divya Jain	Non-Promoter	6,085	Cash
99	Hiren Ramkrish Kulkarni	Non-Promoter	4,868	Cash
100	Rohit Chawla	Non-Promoter	4,868	Cash
101	Preeti Mehta	Non-Promoter	4,868	Cash
102	Shekhar Pathak	Non-Promoter	4,625	Cash
103	Feroza Chothia	Non-Promoter	3,651	Cash
104	Marina Chothia	Non-Promoter	3,651	Cash
105	Rodabeh Chothia	Non-Promoter	2,434	Cash
106	Dhruv Harish Rajani	Non-Promoter	2,434	Cash
107	Shreyans Ranka	Non-Promoter	2,434	Cash
108	Harsh Harish Rajani	Non-Promoter	2,434	Cash
109	Anirudh Jain	Non-Promoter	2,191	Cash
110	Vikrant Khorana	Non-Promoter	1,947	Cash
111	Prem Chand Parakh	Non-Promoter	1,825	Cash

112	Suvrat Ranka	Non-Promoter	1,825	Cash
113	Abhishek Mehta	Non-Promoter	1,704	Cash
114	Shagun Singh	Non-Promoter	1,460	Cash
115	Ashwin Hirawat	Non-Promoter	1,217	Cash
116	Tushar Rajwade	Non-Promoter	487	Cash
117	Dirgha K Sampat	Non-Promoter	487	Cash
118	Nirav Desai	Non-Promoter	487	Cash
	Total		48,43,630	

RESOLVED FURTHER THAT in accordance with the Provisions of ICDR Regulations, the 'Relevant Date' for the purpose of calculating the price of Equity shares to be issued in terms hereof shall be 29th January, 2018 being the date 30 days prior to the date of declaration of Results of Extra –Ordinary General Meeting i.e. 28th February, 2018 or such other date as may be prescribed in accordance with the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT subject to the terms stated hereinabove.

- a) The Equity Shares offered and issued shall be allotted within a period of Fifteen (15) days from the date of passing of this resolution, provided that if any requisite approvals from the appropriate authorities for allotment of Equity Shares are pending, the period of Fifteen (15) days shall be counted from the date of such requisite approvals.
- b) The Equity Shares offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- c) The Equity Shares offered, issued and allotted pursuant to this resolution shall rank paripassu inter-se with the existing Equity Shares of the Company in all respects, including dividend.
- d) The Equity Shares offered, issued and allotted shall remain locked-in from such date and for such periods as specified under the SEBI (ICDR) Regulations.
- e) The Equity Shares offered, issued and allotted to the investor shall be in dematerialized form.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director(s)/Committee of Director(s) or any other Officer or Officers of the Company to give effect to the aforesaid resolution including to execute any document on behalf of the Company and to represent the Company before any appropriate authorities."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper including without limitation to enter into arrangements/agreements and to settle any question, difficulties or doubts that may arise in this regard at any stage including at the time of listing of the Equity Shares with the Stock Exchanges, without requiring the Board to secure any further consent or approval

of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

3. PREFERENTIAL ISSUE OF UPTO 97,35,920 CONVERTIBLE SHARE WARRANTS TO PROMOTERS AND NON-PROMOTERS.

To consider and if thought fit to give ascent/dissent to the following resolutions as **Special Resolution:**

“RESOLVED THAT Pursuant section 42 and 62 of the Companies Act, 2013 and all other applicable provisions, if any of the Companies Act, 2013 and the Rules thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the Security and Exchange Board of India (SEBI) (Issue of Capital and Disclosure Requirements) Regulations 2009 as Amended and any other Rules/ Regulations/ Guidelines if any prescribed by the SEBI, Reserve Bank of India, Stock Exchanges and/ or any other Statutory /Regulatory Authority, the Listing Agreement entered into by the Company with the Stock Exchanges where the Securities of the Company are listed and subject to the approval(s), if any, of the appropriate authorities, institutions, or bodies as may be required and subject to such other conditions as may prescribed by any of them while granting any such approval(s) and which may be agreed to by the Board of Directors of the Company (hereinafter refer to as ‘the Board’ which terms shall deem to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by the Resolutions) the Board be and is hereby authorize on behalf of the Company to create, offer, issue and allot to the tune of Rs. 400.00 crores consisting of up to 97,35,920 share warrants from time to time and in one or more tranche to Promoters and Non- Promoters by way of Preferential Issue through offer letter and/or circular or private placement memorandum and/or such other documents/ writings and such manner and on such terms and conditions as may be determined by the Board and its absolute discretion, provided that each such Warrant shall entitle the holder(s) thereof to subscribe for and be allotted one Equity Share of the face value of Rs.10/- each at a premium of Rs.401.85/- within 18 months from the date of allotment or such other higher price as may be arrived in accordance with the ICDR Regulations (Issue price).The consideration for issue of Warrant shall be paid in full by adjusting the money already paid to the extent of subscription to and allotment of each warrant. The amount paid against warrants shall be adjusted/ set of against the issue price payable for the resultant Equity Shares at the time of conversion. The proposed subscriber as detailed below:

Sl No.	Name of the Subscribers	Category	No of Warrants	Consideration
1	Keshav Narayanan Kantamneni	Promoter	5,542,118	Cash
2	Kanwal Narinder Birsingh Shahpuri	Non-Promoter	486,796	Cash
3	Sujatha Srinivasan	Non-Promoter	486,796	Cash
4	JBCG Advisory Pvt Ltd	Non-Promoter	389,437	Cash
5	Potineni Koteshwara Rao	Non-Promoter	292,077	Cash
6	BVM Sarma (Boggaram Venktamarkandeya Sarma)	Non-Promoter	292,077	Cash

7	N Lakshmi	Non-Promoter	121,699	Cash
8	B.Janarthanan	Non-Promoter	100,000	Cash
9	Kanthimathinathan	Non-Promoter	100,000	Cash
10	B.Bharathan	Non-Promoter	100,000	Cash
11	Kanthimathinathan	Non-Promoter	100,000	Cash
12	Bonanza Trading Company Private Ltd	Non-Promoter	97,359	Cash
13	Ravi Modi	Non-Promoter	97,359	Cash
14	V.Dhanlaxmi	Non-Promoter	97,359	Cash
15	Mina jhunjhunwala	Non-Promoter	97,359	Cash
16	Naveen Kumar Vadderla	Non-Promoter	97,359	Cash
17	Meenakshi Sarogi	Non-Promoter	97,359	Cash
18	Avantika Sarogi	Non-Promoter	97,359	Cash
19	Karan Sarogi	Non-Promoter	97,359	Cash
20	Ritesh Infrastructure	Non-Promoter	97,359	Cash
21	Sushil Agarwal HUF	Non-Promoter	97,359	Cash
22	M Charumathi	Non-Promoter	60,000	Cash
23	S Krishna Kireeti	Non-Promoter	53,548	Cash
24	K.Mahesh	Non-Promoter	48,680	Cash
25	S Thillainayaki	Non-Promoter	48,680	Cash
26	N.Manickavasagam	Non-Promoter	48,680	Cash
27	N.Viswanath	Non-Promoter	48,680	Cash
28	K.Selvavinayakathammal	Non-Promoter	48,680	Cash
29	P.Anuradha	Non-Promoter	48,680	Cash
30	S.Hema	Non-Promoter	48,680	Cash
31	Jaya Singh	Non-Promoter	48,680	Cash
32	R Suresh	Non-Promoter	36,510	Cash
33	Ramesh Kumar Malpani	Non-Promoter	34,076	Cash
34	Perungulam Subramaniam Lalitha	Non-Promoter	24,340	Cash

33	Rajeswari Pendyala	Non-Promoter	24,340	Cash
34	Gunja Dulwani	Non-Promoter	24,340	Cash
35	Sapna Gupta	Non-Promoter	24,340	Cash
36	Sanjay Shukla	Non-Promoter	24,340	Cash
37	Vijaya Kotha	Non-Promoter	29,208	Cash
38	Varnikha	Non-Promoter	22,393	Cash
39	V Mylappan	Non-Promoter	12,170	Cash
40	N Ramaswamy	Non-Promoter	12,170	Cash
41	T Sivasubramanian	Non-Promoter	12,170	Cash
42	P Sudha Bharathi	Non-Promoter	12,170	Cash
43	Suman Lakshmidhara Shah	Non-Promoter	12,170	Cash
44	Savji Jagabhai Sandwawan	Non-Promoter	12,170	Cash
45	G Sridevi	Non-Promoter	9,736	Cash
46	RM Yegappan	Non-Promoter	9,736	Cash
47	P Muralidharan	Non-Promoter	9,736	Cash
48	R Venkatachalam	Non-Promoter	9,736	Cash
49	Anju Jain	Non-Promoter	9,736	Cash
50	Dipak Pravinchandra Thaker	Non-Promoter	7,302	Cash
51	Manohar Rambatar Jhunjhunwala	Non-Promoter	7,302	Cash
52	Murtuza Hatim Rangwala	Non-Promoter	4,868	Cash
53	Ashok Kumar Agarwal	Non-Promoter	2,434	Cash
54	Nirmal Kumar Agarwal	Non-Promoter	2,434	Cash
55	Ramgopal Lakshmi Ratan	Non-Promoter	48,680	Cash
56	Reena Bathwal	Non-Promoter	9,735	Cash
	Total		9,735,920	

RESOLVED FURTHER THAT

- a) in accordance with the Provisions of ICDR Regulations, the 'Relevant Date' for the purpose of calculating the price of Warrant to be issued in terms hereof shall be 29th January, 2018 being the date 30 days prior to the date of declaration of Results of Extra-Ordinary General Meeting i.e. 28th February, 2018 or such other date as may be prescribed in accordance with the SEBI (ICDR) Regulations.
- b) The offer, issue and allotment of the aforesaid warrants shall be made at such time or times as the Board may in its absolute discretion decide.
- c) The Board may allot warrants at a price of Rs.410.85/- which will entitle the holder to subscribe to one Equity Share of Face Value of Rs.10/- each at a price of Rs.410.85/- (including a premium of Rs.401.85/-) per Equity Share of the Company against each warrant.
- d) A Warrant subscription price equivalent to 25% (i.e. the upfront amount) of the issue price of the Equity Shares will be payable at the time of subscription to the Warrants, as prescribed by Regulation 77 of the ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising the Warrants.
- e) The warrants shall be convertible into Equity Shares of the Company at the discretion of the holders, without any further approval of the shareholders prior to or at the time of conversion.
- f) The tenure of the Warrants shall not exceed 18 months from the date of the allotment.
- g) The warrant by itself does not give to the holder thereof any rights of the shareholders of the Company.
- h) The allotment of Warrants is proposed to be completed within a maximum period of 15 days from the date of passing of the resolution. In case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority including Stock Exchanges where the shares of the Company are listed or the Central Government then the allotment shall be completed within 15 days from the date of receipt of such approval.

In the event of the company making a bonus issue of shares or marking rights issue of shares/ convertible debentures or any other securities or any other corporate restructuring or arrangement including merger/demerger/acquisitions, in whatever proportion prior to the exercise of the rights attached to the Warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequences of such bonus/rights issues/corporate restructuring and that the exercise price of the Warrants be adjusted accordingly, subject to such approvals as may be required.
- j) The warrants and Equity Shares acquired by conversion of Warrants shall be locked in as per the SEBI (ICDR) Regulations.
- k) The Board be and is hereby authorised to decide and approve the other terms and conditions of the issue of the Warrants and also shall be entitled to vary, modify or alter any of the terms and conditions, including the size of the issue, as it may deem expedient.
- l) The Board be and is hereby authorised to delegate all or any of the powers herein conferred by this resolution to any director or directors or to any committee of directors or any other officer or officers of the Company to give effect to the aforesaid resolution.
- m) The Equity Shares allotted on conversion of Warrants in terms of this resolution shall rank pari passu in all respects including as to dividend with the existing fully paid Equity Shares of the face value of Rs.10/- each of the Company subject to the relevant provisions contained in Articles of Association of the Company.

RESOLVED FURTHER THAT for giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the offer, issue and allotment of the Warrants.”

By order of the Board
For Uniply Industries Limited

Place: Chennai
Date: 31.01.2018

Sd/-
Mr. Raghuram Nath
Company Secretary
ACS: 18635

Notes:

1. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the company. Proxies, in order to be effective should be lodged with the company at the Registered Office not less than 48 hours before the meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
3. Corporate members are requested to send to the Company's rights. A Member holding more than ten percent of the total share capital of the Company carrying registered office a duly certified copy of the Board resolution, pursuant to section 113 of the Companies Act, 2013, authorizing their representative(s) to attend and vote at the Annual General Meeting.
4. The relative explanatory Statement as required under Sec. 102 of the Companies Act, 2013, in respect of the Business under Item Nos. 1 to 3 the accompanying Notice are annexed hereto.
5. Members are requested to bring their admission slips along to the Extra-Ordinary General Meeting.
6. Members holding shares in the physical form are requested to notify / send the following to Company to facilitate better servicing: -
 - i) Any change in their address / mandate / bank details,
 - ii) Particulars of their bank account, in case the same have not been furnished earlier, and
 - iii) Share certificates held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such share holdings into a single account.
7. Pursuant to Section 101 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can the notice of General Meeting and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company can now register the same by coordinating RTA of the Company i.e. Cameo Corporate Services Limited. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
8. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday, 21.02.2018. The e-voting period will commence at 9.00 a.m. on Sunday, 25.02.2018 and will end at 5.00 p.m. on Tuesday, 27.02.2018. The Company has appointed Mr. P.K Panda & Co, Practicing

Company Secretaries, to act as the Scrutinizer, for conducting the scrutiny of the votes casted through Remote E-voting and Ballot at the Venue of the Extra Ordinary General Meeting. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

9. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering Remote e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered in to an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically. Please note that Remote e-voting is optional.
10. Kindly note that the Members can opt for only one mode of voting i.e., either by Remote e-voting or by Ballot at the Venue of the Extra Ordinary General Meeting. If the Members opt for Remote e-voting, then they should not vote by Ballot at the Venue of the Extra Ordinary General Meeting. However, in case Members cast their vote by Remote e-voting and by Ballot at the Venue of the Extra Ordinary General Meeting, then voting done through Remote e-voting shall prevail and voting done by Ballot at the Venue of the Extra Ordinary General Meeting will be treated as invalid.
11. The Notice is being sent to all the Members, whose names appear in the Register of Members or Register of Beneficial owners as provided by NSDL and CDSL as on 02.02.2018.
12. Members can vote using e-voting facility provided by www.evotingindia.com, (please read the instructions given in the notice for details), whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday, 21.02.2018. The e-voting period will commence at 9.00 a.m. on Sunday, 25.02.2018 and will end at 5.00 p.m. on Tuesday, 27.02.2018. The e-voting module shall be disabled by CDSL for voting thereafter.

PROCEDURE FOR REMOTE E-VOTING

The Company has entered into an arrangement with Central Depository Services (India) Limited ("CDSL") for facilitating remote e-voting for Postal Ballot Notice. The instructions for remote e-voting are as under:

(a) In case of Members receiving an e-mail from CDSL:

The instructions for shareholders voting electronically are as under:

- i. The shareholders should log on to the e-voting website www.evotingindia.com.
- ii. Click on Shareholders.
- iii. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for
	both demat shareholders as well as physical shareholders)

	Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
	• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
	•Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for UNIPLY INDUSTRIES LIMITED to vote.
- xi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xviii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) Above to cast vote.
- (B) The voting period will commence at 9.00 a.m. on Sunday, 25.02.2018 and will end at 5.00 p.m. on Tuesday, 27.02.2018. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) The e-voting module shall be disabled by CDSL for voting thereafter.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item Nos. 1

The present authorized share capital of the company is Rs. 25,00,00,000/-. The company is embarked upon expansion/acquisition plans. In order to expand the capital base, it is now proposed to increase the authorized equity share capital from the existing limit of Rs. 25,00,00,000/- (comprising 2,50,00,000 equity shares of Rs. 10/-each) to Rs.65,00,00,000/- (comprising 6,50,00,000 equity shares of Rs.10/- each).

The Resolutions contained in Item No. 1 seek to increase the Authorized Share Capital of the Company as aforesaid and to alter the Capital Clause (Clause V) of the Memorandum of Association of the Company, consequential to such increase in the Authorised Share Capital of the Company as proposed. The proposal requires the consent of the members by way of special resolution. The Board of Directors recommends that the proposal be approved.

A copy of the Memorandum and Articles of Association of the Company is available at the Corporate Office of the Company for inspection during the office hours till the conclusion of the General Meeting.

None of Director, key managerial personnel (KMP) and their relatives, is concerned or interested in the said resolution except to the extent of their position and shareholding in Company.

Item No. 2

The envisaged consolidation together with proposed acquisitions and diversifications, is necessary for the Company to achieve the size and scale of the business operations and create value for its stakeholders. This will also help strengthen Company’s leadership position as well as help it capture market share in the industry. The objective of the proposed

preferential allotment of Equity Shares is to utilize proceeds for aforesaid capex plans as well as general corporate purposes.

The Company has accordingly proposed the preferential issue of its securities and as a reflection of the confidence that the non-promoters have in the future of the Company, the group of non-promoters have agreed to subscribe to and infuse further capital to strengthen its financial position and net worth. The Board of Directors of the Company has accordingly authorized to issue and allot, by way of a preferential issue, from time to time and in one or more tranches, an aggregate of upto 48,43,630 equity shares of a face value of Rs. 10/- each of the Company, at a price of Rs. 410.85 (including a premium of Rs. 401.85) per equity share to the Group of non-promoters, as detailed hereunder, in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion.

Pursuant to Section 62 of the Companies Act 2013, further issue of Equity shares may be offered by the company to such persons in the manner whatsoever if a special resolution to that effect is passed by the company. The proposed special resolution is required to comply with the requirements of the Section 62 of the Companies Act, 2013 in the context of issue and allotment of equity shares and warrants. The issue price computed on the basis of SEBI regulations is Rs.410.85 per Equity Share/Warrant. Accordingly, the consent of members is being sought pursuant to Section 62.

Details of the Issue

1. The allotment of the Equity Shares is subject to the Proposed Allottee not having sold any Equity Shares of the Company during the 6 (Six) months preceding the Relevant Date.

2. The relevant disclosures as required under Chapter VII of the SEBI ICDR Regulations are set out below:

a) **Object of the Preferential Issue of Equity Shares:** The envisaged consolidation together with proposed acquisitions and diversifications is necessary for the Company to achieve the size and scale of the business operations and create value for its stakeholders. This will also help strengthen Company's leadership position as well as help it capture market share in the key consumption-led sectors. The objective of the proposed preferential allotment of Equity Shares is to utilize proceeds for aforesaid capex plans as well as general corporate purposes.

b) **The proposal of the Promoters/ Directors or Key Managerial Personnel to subscribe the offer:** The Promoters/ Directors or Key Managerial Personnel are not intended to subscribe the offer.

c) **Shareholding Pattern of the issuer before and after the preferential issue:**

Category	Category of shareholder	Pre-issue		Post-issue of equity *	
		Number of shares held	% of share - holding	Number of shares held	% of share - holding
(A)	Promoter holding:				
	Indian				
1	Individuals/Hindu Undivided Family	6949740	29.07	6949740	24.17

2	Bodies Corporate	993032	4.15	993032	3.46
3	Foreign Promoters				
	Sub-Total (A)	7942772	33.22	7942772	27.63
(B)	Non-Promoters' holding				
1	Institutional Investors	488873	2.04	488873	1.70
2	Non-institutions				
	Individuals	12006172	50.22	13985006	48.64
	Bodies Corporate	2268056	9.49	4981944	17.33
	Clearing Members	52816	0.22	52816	0.19
	Directors and their Relatives	12484	0.05	12484	0.04
	Hindu Undivided Family	670620	2.81	670620	2.33
	Non Resident Indians	465406	1.95	616314	2.14
	Sub Total (B)	15964427	66.78	20808057	72.37
	Grand total	23907199	100.00	28750829	100.00

*Note: * This percentage has been calculated on the basis of post preferential capital assuming full allotment of shares as proposed and without taking into consideration Convertible warrants.*

** The table shows the expected shareholding pattern of the Company upon assumption of the allotment and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre-issue shareholding pattern was prepared.*

d) Proposed time within which the preferential issue shall be completed: The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the Resolution by the Shareholders provided where the allotment is pending on account of any approval from any Regulatory Authority/Body the allotment shall be completed by the Company within a period of 15 days from the date of such approval.

e) Relevant Date and pricing of issue: In accordance with the provisions of SEBI ICDR Regulations, the 'Relevant Date' for the purpose of calculating the price of Equity Shares shall be 29th January, 2018 being 30 days prior to the declaration of results of the Extra Ordinary General Meeting i.e. 28th February, 2018.

The pricing of the issue is:

- (a) The average of the weekly high and low of the volume weighted average price of the related Equity Shares quoted on the recognized stock exchange during the twenty-six weeks preceding the relevant date; or
- b) The average of the weekly high and low of the volume weighted average prices of the related Equity Shares quoted on a recognized stock exchange during the two weeks preceding the relevant date.

The price per share calculated as per the aforesaid regulation has been fixed as Rs. 410.85.

The Company undertakes that if require the price shall recomputed in terms of the provisions of the ICDR Regulations. If the amount payable upon the re-computation is not paid within the stipulated time as mentioned in the ICDR Regulations, the specified securities shall continue to be locked-in with such amount is paid by the Allottee.

f) **Auditors Certificate:** A copy of Certificate from the Statutory Auditors of the Company M/s. Lily & Geetha Co. Associates, Chennai certifying that the above issue of Equity Shares and Warrants is made in accordance with the SEBI ICDR Regulations, is placed on the Website of the Company and is open for inspection of the Members.

g) **Particulars of proposed Allottee:** Particulars of proposed Allottee and the identity of the natural person who are ultimate beneficial owners of Equity Share/Warrants to be allotted and/or who ultimately control the proposed Allottee. The percentage of post preferential issue capital that may be held by them and change in control if any in the issuer consequent to the preferential issue.

Name of the proposed Subscriber	Ultimate Beneficial Owners	Existing Holdings		New Subscription of Equity shares		Post issue Equity holdings *	
		No of shares	%	No of shares	%	No of shares	%
Madras Electronics Solutions Pvt Ltd	Aron Rakkesh Joshua Jeba Singh & Nivedita Lakshmi Ratan	-	-	4,29,962	5.981	4,29,962	4.974
Caishen Enterprisess Llp	PK Subramanian, Manish K Verma, Raji Subramanian, Nitish Kumar, Sandhya Subramanian andTejaswi Deep	-	-	3,65,097	1.527	3,65,097	1.270
Jumbo Finance Ltd	Listed Entity	-	-	2,43,398	1.018	2,43,398	0.847
Sudhir Power Limited	Sudhir Seth & Rahul Seth	-	-	1,82,548	0.764	1,82,548	0.635
Padmanabhan Balasubramaniam	Padmanabhan Balasubramaniam	-	-	1,75,246	0.733	1,75,246	0.610
Rohit Anand	Rohit Anand	-	-	1,70,378	0.713	1,70,378	0.593
Excello Fin Lea Ltd	M K Jajodia, Sudha Jajodia, Sandeep Jajodia and Nikunj Jajodia	-	-	1,21,699	0.509	1,21,699	0.423
Apurva Goswamy	Apurva Goswamy	-	-	1,21,699	0.509	1,21,699	0.423

Rambo Trading LLP	Kan Hassomal Lakhani and Punjabi Vijay Kumar Shamdas	-	-	97,359	0.407	97,359	0.339
Vivek Vig	Vivek Vig	31,450	0.132	97,359	0.407	1,28,809	0.448
Ranvi R Shah	Ranvi R Shah	-	-	73,019	0.305	73,019	0.254
Manish Kumar Verma	Manish Kumar Verma	-	-	73,019	0.305	73,019	0.254
NandKishor Chaturvedi	NandKishor Chaturvedi	-	-	54,765	0.229	54,765	0.190
Ritesh Infrastructure Pvt Ltd	Parveen Goel & Ram Murti	-	-	48,680	0.204	48,680	0.169
Vireet Investments Pvt Ltd	Vikram Puri, Ritika Puri and Nina Puri	2,851	0.012	48,680	0.204	51,531	0.179
Amarinder Singh Bedi	Amarinder Singh Bedi	89	0.000	48,680	0.204	48,769	0.170
Rohit Agarwal	Rohit Agarwal	-	-	48,680	0.204	48,680	0.169
Shobha Nikesh Sanghvi	Shobha Nikesh Sanghvi	3,005	0.013	48,680	0.204	51,685	0.180
Raji Subramanian	Raji Subramanian	-	-	48,680	0.204	48,680	0.169
Jai Drinks Pvt Ltd	Mr. Mahavir Prasad Jaipuria and Anurag	-	-	48,680	0.204	48,680	0.169
Rakesh Dewan	Rakesh Dewan	-	-	36,510	0.153	36,510	0.127
Ram Ramrakhiani	Ram Ramrakhiani	-	-	36,510	0.153	36,510	0.127
Balvant Dhirajlal Mehtalia	Balvant Dhirajlal Mehtalia	4,579	0.019	36,510	0.153	41,089	0.143
Suresh Narsappa Talwar	Suresh Narsappa Talwar	-	-	36,510	0.153	36,510	0.127
Minesh Patel	Minesh Patel	-	-	36,510	0.153	36,510	0.127
Deepak Khilnani	Deepak Khilnani	-	-	36,510	0.153	36,510	0.127
Anish Behl	Anish Behl	-	-	36,510	0.153	36,510	0.127
PL S Trust	RM Kothai & Sudha	-	-	30,425	0.127	30,425	0.106
RR Trust	RM Kothai & R Umaiyal Radhai	-	-	30,425	0.127	30,425	0.106
Kalwant Singh Bhambra	Kalwant Singh Bhambra	-	-	29,208	0.122	29,208	0.102
Sudheer Soma	Sudheer Soma	-	-	26,774	0.112	26,774	0.093
Nabros Transport Pvt Ltd	Jignesh Patel & Tapan Patel	-	-	24,340	0.102	24,340	0.085
Indu Kothari	Indu Kothari	-	-	24,340	0.102	24,340	0.085
M C Davar Holdings P Ltd	Mr. Ashit M Patel, Hira la Patel and Meena A	-	-	24,340	0.102	24,340	0.085
Umesh Rajnikant Thakore	Umesh Rajnikant Thakore	-	-	24,340	0.102	24,340	0.085
Bharatrao Vasantrao Kamte	Bharatrao Vasantrao Kamte	-	-	24,340	0.102	24,340	0.085

Mahakhurshid Khushrooh Byramjee	Mahakhurshid Khushrooh Byramjee	-	-	24,340	0.102	24,340	0.085
Rajesh Dembla	Rajesh Dembla	-	-	24,340	0.102	24,340	0.085
Uday Shetty	Uday Shetty	2,105	0.009	24,340	0.102	26,445	0.092
Rupika singh	Rupika singh	-	-	24,340	0.102	24,340	0.085
Niraj Mukesh Patel	Niraj Mukesh Patel	-	-	24,340	0.102	24,340	0.085
Sanjay Kumar Srivastava	Sanjay Kumar Srivastava	1,084	0.005	24,340	0.102	25,424	0.088
Uday Partap Singh Kairon	Uday Partap Singh Kairon	-	-	24,340	0.102	24,340	0.085
Suresh Chandar Rajpal	Suresh Chandar Rajpal	1,407	0.006	24,340	0.102	25,747	0.090
Naren Chandrakant Bhatt	Naren Chandrakant Bhatt	-	-	24,340	0.102	24,340	0.085
Gen Bhupinder Singh	Gen Bhupinder Singh	-	-	24,340	0.102	24,340	0.085
Nikhil Sachdev	Nikhil Sachdev	-	-	24,340	0.102	24,340	0.085
Sonal Singh	Sonal Singh	299	0.001	24,340	0.102	24,639	0.086
Shekhar H Kirani	Shekhar H Kirani	-	-	24,340	0.102	24,340	0.085
Rohan Subhash Sundesha	Rohan Subhash Sundesha	-	-	24,340	0.102	24,340	0.085
Maneck Mulla	Maneck Mulla	1,600	0.007	19,472	0.081	21,072	0.073
Saroj Bhutoria	Saroj Bhutoria	-	-	14,604	0.061	14,604	0.051
Daljeet Niranjani Singh	Daljeet Niranjani Singh	-	-	12,170	0.051	12,170	0.042
Jay Prakash Ramrakhyani	Jay Prakash Ramrakhyani	-	-	12,170	0.051	12,170	0.042
Jayant Sood	Jayant Sood	-	-	12,170	0.051	12,170	0.042
Dhilan Kanakia	Dhilan Kanakia	-	-	12,170	0.051	12,170	0.042
Premila Vasanthi Stephen	Premila Vasanthi Stephen	-	-	12,170	0.051	12,170	0.042
Kamlesh Ramanlal Sanghavi	Kamlesh Ramanlal Sanghavi	-	-	12,170	0.051	12,170	0.042
Gowra Nirmala	Gowra Nirmala	-	-	12,170	0.051	12,170	0.042
Himanshu Madanlal Shah	Himanshu Madanlal Shah	-	-	12,170	0.051	12,170	0.042
Sarvani Tradelink Pvt Ltd	Vadith Tapadia / Ankit Mehta / Padma Putcha	-	-	12,170	0.051	12,170	0.042
Usha Tulsian	Usha Tulsian	1,121	0.005	12,170	0.051	13,291	0.046
Percy Arsiwala	Percy Arsiwala	-	-	12,170	0.051	12,170	0.042
Rimzim Himanshu Shah	Rimzim Himanshu Shah	-	-	12,170	0.051	12,170	0.042
Santosh Daljeet Singh	Santosh Daljeet Singh	1,128	0.005	12,170	0.051	13,298	0.046
Ved Prakash Chaturvedi	Ved Prakash Chaturvedi	-	-	12,170	0.051	12,170	0.042

Rajesh Faqirchand Mehra	Rajesh Faqirchand Mehra	-	-	9,736	0.041	9,736	0.034
Dinesh Nagraj Jain	Dinesh Nagraj Jain	-	-	9,736	0.041	9,736	0.034
Aditya Tikmani	Aditya Tikmani	41,473	0.173	9,736	0.041	51,209	0.178
Anita Belani	Anita Belani	-	-	7,302	0.031	7,302	0.025
Pallavi Joshi Bakhru	Pallavi Joshi Bakhru	-	-	7,302	0.031	7,302	0.025
Arjun Vivek Datta	Arjun Vivek Datta	415	0.002	6,085	0.025	6,500	0.023
Sumati B Kothari	Sumati B Kothari	-	-	6,085	0.025	6,085	0.021
Harsh Singh Lohit & Rabab Lohit	Harsh Singh Lohit & Rabab Lohit	-	-	6,085	0.025	6,085	0.021
Vinod Kumar Grover	Vinod Kumar Grover	-	-	6,085	0.025	6,085	0.021
Anil Arora	Anil Arora	-	-	6,085	0.025	6,085	0.021
Bharatkumar Mangilal Jain	Bharatkumar Mangilal Jain	-	-	6,085	0.025	6,085	0.021
EVL Consultants LLP	Arif Enayat Lokhandwalla and Zairab Arif Lokhandawala	-	-	6,085	0.025	6,085	0.021
Sanjay Malik	Sanjay Malik	-	-	6,085	0.025	6,085	0.021
Sharmila Vinod Jain	Sharmila Vinod Jain	-	-	6,085	0.025	6,085	0.021
Arti Srivastava	Arti Srivastava	-	-	6,085	0.025	6,085	0.021
Murlidhar Mundhra	Murlidhar Mundhra	-	-	6,085	0.025	6,085	0.021
Niraj Bhuwania	Niraj Bhuwania	25,532	0.107	6,085	0.025	31,617	0.110
Venugopalan Swaminathan	Venugopalan Swaminathan	-	-	6,085	0.025	6,085	0.021
Vishal Vohra	Vishal Vohra	-	-	6,085	0.025	6,085	0.021
T C Guruprasad	T C Guruprasad	-	-	6,085	0.025	6,085	0.021
Anil Kumar Gowra	Anil Kumar Gowra	-	-	6,085	0.025	6,085	0.021
Latha Alaguvelu	Latha Alaguvelu	557	0.002	6,085	0.025	6,642	0.023
Laxmi Prasad Gowra	Laxmi Prasad Gowra	-	-	6,085	0.025	6,085	0.021
Vijay Kumar Gupta Kopuri	Vijay Kumar Gupta Kopuri	-	-	6,085	0.025	6,085	0.021
Rami Kaushal	Rami Kaushal	-	-	6,085	0.025	6,085	0.021
Anshita Arya	Anshita Arya	800	0.003	6,085	0.025	6,885	0.024
Susmita Samir Shaikh	Susmita Samir Shaikh	-	-	6,085	0.025	6,085	0.021
Thanga Stephen Pragasam	Thanga Stephen Pragasam	-	-	6,085	0.025	6,085	0.021
Prithika Prakash Stephen	Prithika Prakash Stephen	400	0.002	6,085	0.025	6,485	0.023
Sakshi Gupta	Sakshi Gupta	-	-	6,085	0.025	6,085	0.021
Shweta Jalan	Shweta Jalan	-	-	6,085	0.025	6,085	0.021

Divya Jain	Divya Jain	-	-	6,085	0.025	6,085	0.021
Hiren Ramkrish Kulkarni	Hiren Ramkrish Kulkarni	-	-	4,868	0.020	4,868	0.017
Rohit Chawla	Rohit Chawla	300	0.001	4,868	0.020	5,168	0.018
Preeti Mehta	Preeti Mehta	-	-	4,868	0.020	4,868	0.017
Shekhar Pathak	Shekhar Pathak	-	-	4,625	0.019	4,625	0.016
Feroza Chothia	Feroza Chothia	-	-	3,651	0.015	3,651	0.013
Marina Chothia	Marina Chothia	687	0.003	3,651	0.015	4,338	0.015
Rodabeh Chothia	Rodabeh Chothia	-	-	2,434	0.010	2,434	0.008
Dhruv Harish Rajani	Dhruv Harish Rajani	-	-	2,434	0.010	2,434	0.008
Shreyans Ranka	Shreyans Ranka	-	-	2,434	0.010	2,434	0.008
Harsh Harish Rajani	Harsh Harish Rajani	-	-	2,434	0.010	2,434	0.008
Anirudh Jain	Anirudh Jain	-	-	2,191	0.009	2,191	0.008
Vikrant Khorana	Vikrant Khorana	-	-	1,947	0.008	1,947	0.007
Prem Chand Parakh	Prem Chand Parakh	-	-	1,825	0.008	1,825	0.006
Suvrat Ranka	Suvrat Ranka	-	-	1,825	0.008	1,825	0.006
Abhishek Mehta	Abhishek Mehta	-	-	1,704	0.007	1,704	0.006
Shagun Singh	Shagun Singh	-	-	1,460	0.006	1,460	0.005
Ashwin Hirawat	Ashwin Hirawat	-	-	1,217	0.005	1,217	0.004
Tushar Rajwade	Tushar Rajwade	27	0.000	487	0.002	514	0.002
Dirgha K Sampat	Dirgha K Sampat	178	0.001	487	0.002	665	0.002
Nirav Desai	Nirav Desai	-	-	487	0.002	487	0.002
Total		121087	0.506	4843630	20.260	4964717	17.268

- j) **Change in control if any, in the Company that would occur consequent to the preferential offer:** There is no change in control or management consequent to subscription of above preferential issue of Equity.
- k) **Lock-in:** The Equity Shares allotted shall be subject to 'lock-in' as per the ICDR Regulations. The entire pre-preferential allotment shareholding of the above Allottees, if any shall be locked-in as per the Regulations 78(6) of ICDR Regulations.
- l) **Earlier allotment on preferential basis:** During the Financial Year 2017-18, till date, the Company has not offered, issued and allot any Equity Shares on preferential basis to non-promoters.
- m) **Other Terms and conditions for Issue of Equity Shares:**
1. The allotment of Equity Shares does not require making of a public offer as it is below the prescribed threshold limit for making of a public offer in terms of ICDR Regulations. Due to above preferential allotment of the Equity Shares, no change in management control is contemplated. The aforesaid allottee(s) shall be required to comply with the relevant provisions of the ICDR Regulations.

2. The Equity Shares arising out of issue of Equity Shares pursuant to the proposed resolution shall rank pari passu in all respects with the existing Equity Shares of the Company and will be listed on National Stock Exchange of India Limited and BSE Limited where the Equity Shares of the Company are listed.

The Board recommends the Special Resolution as set out in the Notice for members' approval.

None of the Director's, Key Managerial Personnel's and their relatives are in any way concerned or interested in the Resolution at Item No. 2 of the Notice except to their shareholding and position, if any.

Item No. 3

The envisaged consolidation together with proposed acquisitions and diversifications is necessary for the Company to achieve the size and scale of the business operations and create value for its stakeholders. This will also help strengthen Company's leadership position as well as help it capture market share in the key consumption-led sectors. The objective of the proposed preferential allotment of Equity Shares is to utilize proceeds for aforesaid capex plans as well as general corporate purposes.

The Company has accordingly proposed the preferential issue of its securities and as a reflection of the confidence that the promoters and non-promoters have in the future of the Company, the promoter group and other prospective investors have agreed to subscribe to and infuse further capital to strengthen its financial position and net worth. The Board of Directors of the Company has accordingly authorized to issue and allot, by way of a preferential issue, from time to time and in one or more tranches, an aggregate of upto 97,35,920 Warrants, convertible into equivalent number of equity shares of a face value of Rs. 10/- each of the Company ("Warrants"), at an exercise price of Rs. 410.85 (including a premium of Rs. 401.85) per equity share ("Exercise Price") to the Promoter and other non-promoters of the Company, as detailed hereunder, in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion;

a) up to 55,42,118 Warrants, convertible into equivalent number of equity shares of Rs. 10/- each, at the option of the warrant-holder, to promoters;

b) up to 41,93,802 Warrants, convertible into equivalent number of equity shares of Rs. 10/- each, at the option of the warrant-holder, to non-promoters, as detailed hereunder, in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion;

The acquisition of shares or voting rights by promoters individually and collectively shall not increase by more than 5% on the post issued equity share capital of the Company pursuant to this issue in any of the financial year.

Pursuant to Section 62 of the Companies Act 2013, further issue of Equity shares may be offered by the company to such persons in the manner whatsoever if a special resolution to that effect is passed by the company. The proposed special resolution is required to comply with the requirements of the Section 62 of the Companies Act, 2013 in the context of issue and allotment of equity shares and warrants. The issue price computed on the basis of SEBI regulations is Rs.410.85 per Equity Share/Warrant. Accordingly, the consent of members is being sought pursuant to Section 62.

Salient features of the preferential issue of Convertible Warrants are as under:

The proposed issue and allotment of Convertible warrants, on a preferential basis, shall be governed by the applicable provisions of the ICDR Regulations and the Companies Act,

2013 read with the applicable provisions of the rules made there under. Further, in terms of Regulation 73 of the SEBI ICDR Regulations, certain disclosures are required to be made to the Members of the Company which forms part of this Explanatory Statement to the Notice. Without generality to the above, the salient features of the preferential issue of Convertible warrants are:

- The “Relevant Date” as per the ICDR Regulations for determining the minimum price for the preferential issue of Convertible warrants is 29th January, 2018, being 30 days prior to the date of deemed date declaration of results of the Extra Ordinary General Meeting i.e. 28th February, 2018.
- An amount equivalent to 25 (twenty-five) per cent of the issue price shall be payable on subscription to the warrants. The warrant holders shall be entitled to apply for and be allotted, in one or more tranches, one equity share of the face value of Rs.10/-(Rupees Ten) each of the Company per warrant, any time after the date of allotment of such warrants. Upon exercise of the right to apply for equity shares, the warrant holders will be liable to make the payment of the balance amount, being 75 (Seventy-Five) per cent of the issue price. The amount paid will be adjusted / set off against the issue price of the resultant equity shares. The Board (or a Committee thereof) upon receipt of the entire payment towards issue price, shall allot one equity share per warrant. If the entitlement against the warrants to apply for the equity shares is not exercised within the specified period of 18 months, such entitlement shall lapse and the amount paid on such warrants shall stand forfeited
- In case the option to subscribe to Equity Shares against such Convertible warrants is not exercised by the Proposed Allottee within 18 months, the consideration paid by such Allottee in respect of such Convertible warrants shall be forfeited by the Company.
- The Convertible Warrants and the Equity Shares allotted pursuant to exercise of options attached to warrants issued on preferential basis shall remain locked-in from such date and for such periods as specified under Chapter VII of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the Proposed Allottee, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval granted by the Stock Exchange(s); and
- The Equity Share to be issued and allotted by the Company on exercise of the Warrant in the manner of aforesaid shall be in dematerialised form and subject to the Memorandum and Articles of Association of the Company and shall rank pari passu in all respect including dividend with the then existing Equity Shares of the Company and be listed on Stock Exchanges where Equity Shares are listed of the Company.

* The Warrant holders shall be entitled to any further issue of Bonus/Rights if any of Equity Shares or Warrants converted into Equity Shares or such other Securities by the Company in the same proportion and manner as any other shareholders of the Company from the time being and the Company shall reserve proportion of such entitlement of the Warrant Holders.

The Warrant by itself does not give the holder(s) thereof any right of the Shareholders of the company.

Details of the Issue

1. The allotment of the convertible share warrants is subject to the Proposed Allottee not having sold any Equity Shares of the Company during the 6 (Six) months preceding the Relevant Date.

2. The relevant disclosures as required under Chapter VII of the SEBI ICDR Regulations are set out below

(a) **The Object of the Issue through preferential offer:** The envisaged consolidation together with proposed acquisitions and diversifications is necessary for the Company to achieve the size and scale of the business operations and create value for its stakeholders. This will also help strengthen Company's leadership position as well as help it capture market share in the key consumption-led sectors. The objective of the proposed preferential allotment of Equity Shares is to utilize proceeds for aforesaid capex plans as well as general corporate purposes.

(b) **The proposal of the Promoters/Directors/Key Management Personnel of the issuer to subscribe to the offer:** Mr. Keshav Narayan Kantamneni, Promoter cum Director and Mr. Manohar Ramabtar Jhunjhunwala, Mr. Ramgopal Lakshmi Ratan & Ms. Reena Bathwal, Directors who are intends to subscribe the offer. No other the Promoters/Directors/Key Management Personnel of the issuer intends to subscribe to the offer.

(c) **Shareholding Pattern of the issuer before and after the preferential issue:**

Category	Category shareholder of	Pre-issue*		Post-issue of Convertible Warrants **	
		Number of shares held	% of share - holding	Number of shares held	% of share - holding
(A)	Promoter holding:				
	Indian				
1	Individuals/Hindu Undivided Family	6949740	24.17	12491858	32.46
2	Bodies Corporate	993032	3.46		2.58
3	Foreign Promoters				
	Sub-Total (A)	7942772	27.63	13484890	35.04
(B)	Non-Promoters' holding				
1	Institutional Investors	488873	1.70	488873	1.27
2	Non-institutions				
	Individuals	13985006	48.64	17431577	45.29
	Bodies Corporate	4981944	17.33	5566099	14.46
	Clearing Members	52816	0.19	52816	0.14
	Directors and their Relatives	12484	0.04	78201	0.20
	Hindu Undivided	670620	2.33	767979	2.00

	Family				
	Non Resident Indians	616314	2.14	616314	1.60
	Sub Total (B)	20808057	72.37	25001859	64.96
	Grand total	28750829	100.00	38486749	100.00

**the figures in the Pre shareholding pattern are on the assumption that all the equity shares in the preferential issues are fully subscribed, pursuant to the shareholders resolution no.2 set out in this notice.*

***the figures in the post shareholding pattern are on the assumption that all the warrants will be subscribed, pursuant to the shareholders resolution and all said warrants will be exercised/ converted into equity shares. However, if any warrants are not issued /allotted and the warrants are not exercised, the figures will change accordingly*

(d) **The Time within which Preferential Issue shall be completed:** As required under Chapter VII of the Regulations, the Company shall complete the allotment of Equity Shares Pursuant to Exercise of such Convertible warrants as aforesaid on or before the expiry of 15 (fifteen) days from the date of passing of the special resolution by the shareholders granting consent for preferential issue at the Extraordinary General Meeting or in the event allotment of Equity Shares Pursuant to Exercise of Such. Convertible warrants would require any approval(s) from any regulatory authority or the Central Government, within 15 (fifteen) days from the date of such approval(s), as the case may be.

(e) **Requirement as to re-computation of price and lock-in of specified securities:** Since the Equity Shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 6 months prior to the Relevant Date, the Company is not required to re-compute the price of the Equity Shares and therefore, the Company is not required to submit the undertakings specified under Regulations 73(1)(f) and (g) of the SEBI ICDR Regulations.

(f) **Pricing of the Preferential issue:** The Convertible warrants will be allotted in accordance with the price determined in terms of Regulation 76(1) of the ICDR Regulations. The Equity Shares shall be allotted Pursuant to Exercise of such Convertible warrants at a price not less than higher of the following:

- The average of the weekly high and low of the volume weighted average price of the related Equity Shares quoted on the recognized stock exchange during the twenty-six weeks preceding the relevant date; or
- The average of the weekly high and low of the volume weighted average prices of the related Equity Shares quoted on a recognized stock exchange during the two weeks preceding the relevant date.

The price per share calculated as per the aforesaid regulation has been fixed as Rs. 410.85.

The Company undertakes that if require the price shall recomputed in terms of the provisions of the ICDR Regulations. If the amount payable upon the re-computation is not paid within the stipulated time as mentioned in the ICDR Regulations, the specified securities shall continue to be locked-in with such amount is paid by the Allottee.

(g) **Basis on which the price has been arrived at along with report of the registered valuer:** As such this is not applicable in the present case since the Company is a listed Company and the pricing is in terms of the ICDR Regulations.

(h) Relevant date with reference to which the price has been arrived at: The “Relevant Date” in terms of Regulation 71(a) of the ICDR Regulations for determination of minimum price is 29th January, 2018, being a date which is 30 (Thirty) days prior to the date of declaration of results of the Extraordinary General Meeting, i.e. 28th February, 2018. To approve the proposed preferential issue, in term of Section 42 and 62 of the Companies Act, 2013.

(i) Auditors Certificate: A copy of the certificate from the Statutory Auditors of the Company, Manoj Mohan & Associates, Chartered Accountants, certifying that the issue of the Convertible warrants is being made in accordance with the requirements of SEBI Regulations for Preferential Issues, will be available for inspection at the Registered Office of the Company during 11.00 A.M. and 1.00 P.M. on any working day (Except Saturday) prior to the date of meeting.

(j) Lock-in Period: The Convertible warrants issued on preferential basis will be subject to lock-in as provided in the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the Proposed Allottee, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval granted by the Stock Exchange(s).

(k) Particulars of proposed Allottee: Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee, the percentage of post-preferential issued capital that may be held by the said allottee and change in control, if any, in the Company consequent to the preferential issue:

Sl No.	Name of the Proposed Subscribers	Ultimate Beneficial Owners	Existing Holdings		New Subscriptions of Shares upon conversion of warrants #		Post issue of Equity Holdings *	
			Shares	%	Shares	%	Shares	%
1	Keshav Narayanan Kantamneni	Keshav Narayanan Kantamneni	6,949,740	29.07	5,542,118	23.18	12,491,858	32.46
2	Kanwal Narinder Birsingh Shahpuri	Kanwal Narinder Birsingh Shahpuri	172,101	0.72	486,796	2.04	658,897	1.71
3	Sujatha Srinivasan	Sujatha Srinivasan	-	-	486,796	2.04	486,796	1.26
4	JBCG Advisory	Chandir Gobind Gidwani & Jaspal Singh Bindra	-	-	389,437	1.63	389,437	1.01
5	Potineni Koteswara Rao	Potineni Koteswara Rao	35,818	0.15	292,077	1.22	327,895	0.85
6	BVM Sarma (Boggaram Venktamarkandeya Sarma)	BVM Sarma (Boggaram Venktamarkandeya Sarma)	-	-	292,077	1.22	292,077	0.76
7	N Lakshmi	N Lakshmi	-	-	121,699	0.51	121,699	0.32
8	B.Janarthanan Kanthimathinathan	B.Janarthanan Kanthimathinathan	-	-	100,000	0.42	100,000	0.26
9	B.Bharathan Kanthimathinathan	B.Bharathan Kanthimathinathan	15,954	0.07	100,000	0.42	115,954	0.30

10	Bonanza Trading Company Private Ltd	Harulika ventures LLP(Pradip Kumar Khaitan, Prabha Khaitan, Haigreve Khaitan, Tarulika Khaitan)	-	-	97,359	0.41	97,359	0.25
11	Ravi Modi	Ravi Modi	32,475	0.14	97,359	0.41	129,834	0.34
12	V.Dhanlaxmi	V.Dhanlaxmi	31,908	0.13	97,359	0.41	129,267	0.34
13	Mina jhunjhunwala	Mina jhunjhunwala	-	-	97,359	0.41	97,359	0.25
14	Naveen Kumar Vadderla	Naveen Kumar Vadderla	30,000	0.13	97,359	0.41	127,359	0.33
15	Meenakshi Sarogi	Meenakshi Sarogi	-	-	97,359	0.41	97,359	0.25
16	Avantika Sarogi	Avantika Sarogi	-	-	97,359	0.41	97,359	0.25
17	Karan Sarogi	Karan Sarogi	-	-	97,359	0.41	97,359	0.25
18	Ritesh Infrastructure	Ritesh Infrastructure	-	-	97,359	0.41	97,359	0.25
19	Sushil Agarwal HUF	Sushil Agarwal HUF	-	-	97,359	0.41	97,359	0.25
20	M Charumathi	M Charumathi	1,300	0.01	60,000	0.25	61,300	0.16
21	S Krishna Kireeti	S Krishna Kireeti	-	-	53,548	0.22	53,548	0.14
22	K.Mahesh	K.Mahesh	63,816	0.27	48,680	0.20	112,496	0.29
23	S Thillainayaki	S Thillainayaki	31,908	0.13	48,680	0.20	80,588	0.21
24	N.Manickavasagam	N.Manickavasagam	63,816	0.27	48,680	0.20	112,496	0.29
25	N.Viswanath	N.Viswanath	63,816	0.27	48,680	0.20	112,496	0.29
26	K.Selvavinayakatham mal	K.Selvavinayakatham mal	-	-	48,680	0.20	48,680	0.13
27	P.Anuradha	P.Anuradha	-	-	48,680	0.20	48,680	0.13
28	S.Hema	S.Hema	31,908	0.13	48,680	0.20	80,588	0.21
29	Jaya Singh	Jaya Singh	-	-	48,680	0.20	48,680	0.13
30	R Suresh	R Suresh	650	0.00	36,510	0.15	37,160	0.10
31	Ramesh Kumar Malpani	Ramesh Kumar Malpani	800	0.00	34,076	0.14	34,876	0.09
32	Perungulam Subramaniam Lalitha	Perungulam Subramaniam Lalitha	-	-	24,340	0.10	24,340	0.06
33	Rajeswari Pendyala	Rajeswari Pendyala	13,893	0.06	24,340	0.10	38,233	0.10
34	Gunja Dulwani	Gunja Dulwani	-	-	24,340	0.10	24,340	0.06
35	Sapna Gupta	Sapna Gupta	-	-	24,340	0.10	24,340	0.06
36	Sanjay Shukla	Sanjay Shukla	-	-	24,340	0.10	24,340	0.06
37	Vijaya Kotha	Vijaya Kotha	450	0.00	29,208	0.12	29,658	0.08

38	Varnikha	Varnikha	-	-	22,393	0.09	22,393	0.06
39	V Mylappan	V Mylappan	-	-	12,170	0.05	12,170	0.03
40	N Ramaswamy	N Ramaswamy	1,350	0.01	12,170	0.05	13,520	0.04
41	T Sivasubramanian	T Sivasubramanian	18,105	0.08	12,170	0.05	30,275	0.08
42	P Sudha Bharathi	P Sudha Bharathi	-	-	12,170	0.05	12,170	0.03
43	Suman Lakshmichand Shah	Suman Lakshmichand Shah	-	-	12,170	0.05	12,170	0.03
44	Savji Jagabhai Sandwawan	Savji Jagabhai Sandwawan	500	0.00	12,170	0.05	12,670	0.03
45	G Sridevi	G Sridevi	-	-	9,736	0.04	9,736	0.03
46	RM Yegappan	RM Yegappan	-	-	9,736	0.04	9,736	0.03
47	P Muralidharan	P Muralidharan	1,000	0.00	9,736	0.04	10,736	0.03
48	R Venkatachalam	R Venkatachalam	2,500	0.01	9,736	0.04	12,236	0.03
49	Anju Bothra	Anju Bothra	-	-	9,736	0.04	9,736	0.03
50	Dipak Pravinchandra Thaker	Dipak Pravinchandra Thaker	-	-	7,302	0.03	7,302	0.02
51	Manohar Rambatar Jhunhunwala	Manohar Rambatar Jhunhunwala	4,000	0.02	7,302	0.03	11,302	0.03
52	Murtuza Hatim Rangwala	Murtuza Hatim Rangwala	-	-	4,868	0.02	4,868	0.01
53	Ashok Kumar Agarwal	Ashok Kumar Agarwal	-	-	2,434	0.01	2,434	0.01
54	Nirmal Kumar Agarwal	Nirmal Kumar Agarwal	-	-	2,434	0.01	2,434	0.01
55	Ramgopal Lakshmi Ratan	Non-Promoter	5,000	0.02	48,680	0.20	53,680	0.14
56	Reena Bathwal	Non-Promoter	200	0.00	9,735	0.04	9,935	0.03
		Total	7,567,808	31.65	9,735,920	40.72	17,303,728	44.96

The new subscription share percentage (%) based on the proposed pre-preferential issue of share and warrants of the Company, stated in this notice.

Note: * This post issue percentage has been calculated on the basis of post preferential capital assuming full allotment of shares as proposed and assuming full conversion of warrants in to Equity Shares.

(l) Change in control, if any, in the Company that would occur consequent to the preferential offer: There is no change in control or management consequent to subscription of above preferential issue of.

(m) Lock-in: The Equity Shares allotted shall be subject to 'lock-in' as per the ICDR Regulations. Such locked-in Equity Shares may however be transferable to and amongst the Promoters/Promoter Group subject to the provisions of ICDR Regulations.

The entire pre-preferential allotment shareholding of the above Allottees, if any shall be locked-in as per the Regulations 78(6) of ICDR Regulations.

(n) Earlier allotment on preferential basis: During the Financial Year 2017-18, till date, the Company has not offered, issued and allot any Equity Shares/ Convertible Share Warrants on preferential basis to promoter and/ or non-promoters.

(o) Other Terms and conditions for Issue of Convertible warrants:

1. The allotment of Convertible warrants does not require making of a public offer as it is below the prescribed threshold limit for making of a public offer in terms of ICDR Regulations. Due to above preferential allotment of the equity warrants, no change in management control is contemplated. The aforesaid Allottee(s) shall be required to comply with the relevant provisions of the ICDR Regulations.

2. The Equity Shares allotted pursuant to exercise of options attached to warrants pursuant to the proposed resolution shall rank pari passu in all respects with the existing Equity Shares of the Company and will be listed on National Stock Exchange of India Limited and BSE Limited where the Equity Shares of the Company are listed.

The Board recommends the Special Resolution as set out in the Notice for members' approval.

None of the Director's, Key Managerial Personnel's and their relatives are in any way concerned or interested in the Resolution at Item No. 4 of the Notice except to their shareholding and position, if any.

By order of the Board
For Uniply Industries Limited

Place: Chennai
Date: 31.01.2018

Sd/-
Mr. Raghuram Nath
Company Secretary
ACS: 18635

**Form No. MGT-11****Proxy form**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: UNIPLY INDUSTRIES LIMITED**CIN: L20293TN1996PLC036484****Registered Office: 572, ANNA SALAI, TEYNAMPET, CHENNAI - 600018**

Name of the member (s) :	
Registered address:	
E-mail Id:	
Folio No/ Client Id :	
DP ID :	

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:....., or failing him

2. Name:

Address:

E-mail Id:

Signature:....., or failing him

3. Name:

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on the Wednesday, 28th February, 2018 At 11.00 a.m. at Music Academy (Kasturi Srinivasan Hall) # Old No. 306, New No. 168, T.T. Krishnamachari Road, Royapettah, Chennai, Tamil Nadu-600014 and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Item No.	I assent to the resolution	I dissent from the resolution
1.	To Increase the Authorised Share Capital and to Amend the clause v of the Memorandum of association of the		
2.	To Issue and Allotment of upto 48,43,630 Equity Shares to Non-Promoters on Preferential Basis.		
3.	Preferential Issue of upto 97,35,920 Convertible Share Warrants to Promoters and Non-Promoters.		

Signed this..... day of..... 2018

Signature of shareholder(s):

Signature of Proxy holder(s):

AFFIX
REVNUE
STAMP

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



UNIPLY INDUSTRIES LIMITED

CIN: L20293TN1996PLC036484

REGISTERED OFFICE: 572, ANNA SALAI, TEYNAMPET, CHENNAI - 600018

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Name of Attending Member.....

Folio No.....No. of Shares.....DPID.....

Client ID.....

I do hereby register my presence at the Extra Ordinary General Meeting of the Company.

Venue: **Music Academy (Kasturi Srinivasan Hall) # Old No. 306, New No. 168, T.T. Krishnamachari Road, Royapettah, Chennai, Tamil Nadu-600014**

Date: 28.02.2018

Time: 11.00 A.M

REQUEST TO MEMBERS

1. Members and their proxies/ Body Corporate should bring their attendance slip duly filed in for attending the meeting.
2. Members are requested to bring their copies of Notice to the meeting.

SIGNATURE OF MEMBER / PROXY

ROUTE MAP TO THE VENUE OF THE MEETING

