

Addendum to Notice of Annual General Meeting for United Polyfab Gujarat Limited dated August 2, 2017

ADDENDUM TO NOTICE OF AGM

United Polyfab Gujarat Limited ("the Company") gives notice to shareholders of the Company that, in relation to the Notice of Annual General Meeting dated August 2, 2017 (Notice of AGM) in respect of its 7th annual general meeting of members (AGM) detailed below, the Directors have determined to issue this addendum to the Notice of AGM (Addendum to Notice of AGM).

Reasons for this Addendum to Notice of AGM

This Addendum to the Notice of AGM is issued in reference to SEBI Circular No. CIR/MIRSD/2/2013 dated January 23, 2013 and SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2009, the Company informs the Shareholders regarding the Ultimate Beneficial Owners and Pricing related matters.

In connection with the instruction of National Stock Exchange of India Limited; the Company had already informed the Shareholders for changes in Relevant Date and consequent changes in Price of Convertible Equity Warrants and now the Company modifies the Resolution detailed in ITEM No. 6 and Explanatory Statement in respect of ITEM No. 6.

The revised Resolutions for ITEM No. 6 along with the explanatory statement for the revised Resolutions of ITEM No. 6 is detailed below.

Revised Resolution

ITEM No. 6

Ratification cum correction of Relevant Date and Ultimate Beneficial Owners of Proposed Allottee in Special Resolution and Explanatory Statement pursuant to Section 102 of Companies Act, 2013 annexed to the Notice dated June 15, 2017 Calling Extra-ordinary General Meeting of the Shareholders of the Company on July 10, 2017:

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

"RESOLVED THAT as instructed by National Stock Exchange of India Limited, the Members of the Company hereby ratify cum correct the Relevant Date mentioned in the Special Resolution and Explanatory Statement pursuant to Section 102 of Companies Act, 2013 annexed to the Notice dated June 15, 2017 Calling Extra-ordinary General Meeting of the Shareholders of the Company on July 10, 2017 and that the correct Relevant date for the purpose of determining the floor price of the Equity Warrants under the SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2009 is June 9, 2017 (Friday) (being day preceding the Weekend as the June 10, 2017 (Saturday) is Weekend date).

RESOLVED FURTHER THAT the Relevant Date, wherever mentioned in the Special Resolution and Explanatory Statement pursuant to Section 102 of Companies Act, 2013 annexed to the Notice dated June 15, 2017 Calling Extra-ordinary General Meeting of the Shareholders of the Company on July 10, 2017 (Saturday) shall be read as June 9, 2017 (Friday) instead of June 10, 2017 (Saturday).

RESOLVED FURTHER THAT the Members of the Company hereby ratify the following disclosures and consider the same as disclosed;

- (i) The Company fixed the June 9, 2017 (Friday) as the Relevant Date. The Price, as computed in the manner as provided under SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2009.
- (ii) The Company has obtained the Certificate from Statutory Auditor of the Company certifying that the issue has been made in accordance with the requirements of Chapter VII of the SEBI (ICDR) Regulations. A copy of said Certificate will be made available for inspection of the Members at the registered office of the Company during the Extra-ordinary General Meeting.

RESOLVED FURTHER THAT the Company hereby discloses corrected information under Regulation 73(1)(e) of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and with reference to SEBI Circular No. CIR/MIRSD/2/2013 dated January 23, 2013 with regard to item no. 6 of the

UNITED POLYFAB GUJARAT LIMITED

CIN: L18109GJ2010PLC062928



Registered Office: Survey No. 238, 239, Shahwadi, Opp. New Aarvee Denim, Narol-Sarkhej Highway, Ahmedabad – 382405

Phone: +91 99252 32824; **Email:** info@unitedpolyfab.com; **Website:** www.upgl.in

Explanatory Statement pursuant to section 102 of Companies Act, 2013 annexed to the Notice dated June 15, 2017 calling Extra-ordinary General Meeting on July 10, 2017, regard to identity of {the natural person who are the ultimate beneficial owners of the shares to be allotted and or who ultimately control} the proposed allottee, as given below and the Shareholders of the Company hereby ratify the following disclosures and consider the same as disclosed;

ULTIMATE BENEFICIAL OWNERS								
Sr. No.	Name of the Allottee	Name of beneficial owners of proposed allottee	PAN of the beneficial owners of proposed allottee	Natural person who holds the position of senior managing official (Directors) (Ultimate Beneficial Owners)			Post Issue Shareholding after Conversion of Equity warrants	
							No. of Shares	% of Post Issue Capital
1	Apex Procon Private Limited	Middleton Goods Private Limited	AACCM0757H	BHARAT RIMJHA	AMIT KUMAR KEDIA		2,00,000	2.86
		Gokul Vincom Private Limited	AADCG2405K	AMIT KUMAR KEDIA	VINODKUMAR MAHADEV SHARMA			
		Consolidated Vincom Private Limited	AADCC4729J	PANKAJ KALANI	VINODKUMAR MAHADEV SHARMA			
		Gajmukh Mercantile Private Limited	AADCG2406L	JAIKISHAN KALANI	ANUPAMA KALANI	VINODKUMAR MAHADEV SHARMA		
2	Middleton Goods Private Limited	Prathampujya Vyapaar Private Limited	AAECP7858C	AMIT KUMAR KEDIA	VINODKUMAR MAHADEV SHARMA		2,00,000	2.86
		Apex Procon Private Limited	AACCA6053E	GHANSHYAM SHARMA	ASHOK PORWAL			
		Consolidated Vincom Private Limited	AADCC4729J	PANKAJ KALANI	VINODKUMAR MAHADEV SHARMA			
		Gokul Vincom Private Limited	AADCG2405K	AMIT KUMAR KEDIA	VINODKUMAR MAHADEV SHARMA			
		Sunlight Dealers Private Limited	AAMCS2782G	RAM CHANDRA KEDIA	AMIT KUMAR KEDIA	VINODKUMAR MAHADEV SHARMA		

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3	Virat Vintrade Private Limited	Snehsil Marketing Private Limited	AAJCS5894E	RANJIT MALAKAR	MRINMAY GHOSH		1,50,000	2.15
		Trimurti Infra Developers Private Limited	AACCT3778P	BAKIBUR RAHAMAN	HALIMA BEGUM			
		Mayapur Merchandise Private Limited	AAFCM2140R	AVIJIT DAS	SUKANYA DAS			
		Trustworthy Viniyog Private Limited	AACCT1823F	ANANDA BOSE	PRABIR BHATTACHARJEE			
		Astabhuja Tradelinks Private Limited	AAKCA4774C	DURGA CHARAN NANDY	MRINMAY GHOSH			
		Ajitabh Distributors Private Limited	AAKCA4773F	LALIT SUREKA	MRINMAY GHOSH			
		Alipore Vinimay Private Limited	AAKCA4171F	MANISH SUREKA	MRINMAY GHOSH			
		Avlokan Barter Private Limited	AAKCA4172G	MANISH SUREKA	MRINMAY GHOSH			
4	Rolex Tie-Up Private Limited	Snehsil Marketing Private Limited	AAJCS5894E	RANJIT MALAKAR	MRINMAY GHOSH		1,50,000	2.15
		Trimurti Infra Developers Private Limited	AACCT3778P	BAKIBUR RAHAMAN	HALIMA BEGUM			
		Mayapur Merchandise Private Limited	AAFCM2140R	AVIJIT DAS	SUKANYA DAS			
		Trustworthy Viniyog Private Limited	AACCT1823F	ANANDA BOSE	PRABIR BHATTACHARJEE			
		Cranberry Enterprises Private Limited	AAECC9649N	DEBRAJ MALAKAR	PRABIR BHATTACHARJEE			

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		Daffodil Traders Private Limited	AAECD3872E	DEBRAJ MALAKAR	PRABIR BHATTACHARJEE			
5	Rama Shiva Lease Finance Private Limited	Sterling Webnet Limited	AAGCS1957D	It's a listed company (Listed on BSE Limited)			2,00,000	2.86
		Malabar Trading Company Limited	AACCM3477C	It's a listed company (Listed on BSE Limited)				
		Bipinchandra Gadhiya	AGDPG9328C					
		Vipul Trivedi	ADNPT1112G					
		Chetanbhai Parmar	ASUPP5751H					
		Rajeshbhai Parmar	AVOPP5897R					
6	Seven Hill Industries Limited	It's a listed company	NIL	(Listed on BSE Limited)			2,00,000	2.86
7	Sun Techno Overseas Limited	It's a listed company	NIL	(Listed on BSE Limited)			2,00,000	2.86

Updated Explanatory Statement for Resolution of ITEM No. 6

Item No. 6

The Members of the Company, vide their Special Resolution passed in their Extra-Ordinary General Meeting held on July 10, 2017 (Saturday), has authorised the Board of Directors of the Company to create, issue, offer and allot 13,00,000/- (Thirteen Lakhs only) convertible equity warrants (the "Equity Warrants") on a preferential basis to the person other than the Promoter and/or Promoter Group of the Company ("Equity Warrant Holder(s)") entitling the Equity Warrant Holder(s) to apply for and get allotted one Equity Share of the face value of Rs. 10/- (the "Equity Shares") each fully paid-up against each equity Warrant, at a conversion price of Rs. 100/- per Equity Share (including premium of Rs. 90/- per Equity Share) or at a price determined in accordance with the SEBI (ICDR) Regulations, 2009, whichever is higher; within a period of 18 (eighteen) months from the date of allotment of equity Warrants.

Subsequently, the Company made application to the National Stock Exchange of India Limited (NSE) for seeking its in-principle approval for issuing of the convertible equity warrants on preferential basis. NSE has informed the Company that the Relevant Date mentioned in the Notice convening the Extra-ordinary General Meeting is incorrect and same shall be June 9, 2017 (Friday) (being day preceding the Weekend as the June 10, 2017 (Saturday) is Weekend date) instead of June 10, 2017 (Saturday) and instructed the Company to intimate the Shareholders of the Company regarding change in the Relevant Date.

Further, the disclosure made by the Company in respect of ultimate Beneficial Owners of the Proposed Allottee mentioned in the Special Resolution and Explanatory Statement pursuant to Section 102 of Companies Act, 2013 annexed to the Notice dated June 15, 2017 Calling Extra-ordinary General Meeting of the Shareholders of the Company on July 10, 2017 was not as per the relevant provisions and hence the Company wants to inform the details of Ultimate Beneficial Owners of the Proposed Allottees to the

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Shareholders of the Company in upcoming Annual General Meeting. The Corrected disclosures in respect of Ultimate Beneficial Owners of the Proposed Allottees are as follows;

ULTIMATE BENEFICIAL OWNERS								
Sr. No.	Name of the Allottee	Name of beneficial owners of proposed allottee	PAN of the beneficial owners of proposed allottee	Natural person who holds the position of senior managing official (Directors) Ultimate Beneficial Owners			Post Issue Shareholding after Conversion of Equity warrants	
							No. of Shares	%
1	Apex Procon Private Limited	Middleton Goods Private Limited	AACCM0757H	BHARAT RIMJHA	AMIT KUMAR KEDIA		2,00,000	2.86
		Gokul Vincom Private Limited	AADCG2405K	AMIT KUMAR KEDIA	VINODKUMAR MAHADEV SHARMA			
		Consolidated Vincom Private Limited	AADCC4729J	PANKAJ KALANI	VINODKUMAR MAHADEV SHARMA			
		Gajmukh Mercantile Private Limited	AADCG2406L	JAIKISHAN KALANI	ANUPAMA KALANI	VINODKUMAR MAHADEV SHARMA		
2	Middleton Goods Private Limited	Prathampujya Vyapaar Private Limited	AAECP7858C	AMIT KUMAR KEDIA	VINODKUMAR MAHADEV SHARMA		2,00,000	2.86
		Apex Procon Private Limited	AACCA6053E	GHANSHYAM SHARMA	ASHOK PORWAL			
		Consolidated Vincom Private Limited	AADCC4729J	PANKAJ KALANI	VINODKUMAR MAHADEV SHARMA			
		Gokul Vincom Private Limited	AADCG2405K	AMIT KUMAR KEDIA	VINODKUMAR MAHADEV SHARMA			
		Sunlight Dealers Private Limited	AAMCS2782G	RAM CHANDRA KEDIA	AMIT KUMAR KEDIA	VINODKUMAR MAHADEV SHARMA		
3	Virat Vintrade Private Limited	Snehsil Marketing Private Limited	AAJCS5894E	RANJIT MALAKAR	MRINMAY GHOSH		1,50,000	2.15
		Trimurti Infra	AACCT3778P	BAKIBUR	HALIMA BEGUM			

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		Developers Private Limited		RAHAMAN				
		Mayapur Merchandise Private Limited	AAFCM2140R	AVIJIT DAS	SUKANYA DAS			
		Trustworthy Viniyog Private Limited	AACCT1823F	ANANDA BOSE	PRABIR BHATTACHARJEE			
		Astabhuja Tradelinks Private Limited	AAKCA4774C	DURGA CHARAN NANDY	MRINMAY GHOSH			
		Ajitabh Distributors Private Limited	AAKCA4773F	LALIT SUREKA	MRINMAY GHOSH			
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		Trimurti Infra Developers Private Limited	AACCT3778P	BAKIBUR RAHAMAN	HALIMA BEGUM			
		Mayapur Merchandise Private Limited	AAFCM2140R	AVIJIT DAS	SUKANYA DAS			
		Trustworthy Viniyog Private Limited	AACCT1823F	ANANDA BOSE	PRABIR BHATTACHARJEE			
		Cranberry Enterprises Private Limited	AAECC9649N	DEBRAJ MALAKAR	PRABIR BHATTACHARJEE			
		Daffodil Traders Private Limited	AAECD3872E	DEBRAJ MALAKAR	PRABIR BHATTACHARJEE			

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5	Rama Shiva Lease Finance Private Limited	Sterling Webnet Limited	AAGCS1957D	It's a listed company (Listed on BSE Limited)			2,00,000	2.86
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		Bipinchandra Gadhiya	AGDPG9328C					
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		Chetanbhai Parmar	ASUPP5751H					
		Rajeshbhai Parmar	AVOPP5897R					
6	Seven Hill Industries Limited	It's a listed company	NIL	(Listed on BSE Limited)			2,00,000	2.86
7	Sun Techno Overseas Limited	It's a listed company	NIL	(Listed on BSE Limited)			2,00,000	2.86

Therefore, the Company is intimating the Shareholders of the Company regarding changes in the Relevant Date and details of Ultimate Beneficial Owners of the Proposed Allottees mentioned in Notice convening the Extra-ordinary General Meeting held on July 10, 2017 (Saturday) and seek the Consent of the shareholders for Ratification cum correction of Relevant Date and details of Ultimate Beneficial Owners of the Proposed Allottees as per SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2009.

None of Directors are deemed to be interested in this resolution. The Board recommends the special resolution set out in the notice for approval by the members.

Proxy Form

Any shareholder who has already submitted a proxy form for ITEM No. 6 is not required to resubmit a proxy form as a result of the amendments to the Notice of AGM, unless any shareholder wishes to lodge a revised proxy form.

Any shareholder wishing to lodge a revised proxy form may obtain another proxy form by contacting the Satellite Corporate Services Pvt Ltd, Registrar and Share Transfer Agent of the Company at their office: B-302, Sony Apt., Opp. St. Jude's High School, 90 Ft Road, Jarimari, Sakinaka, Mumbai - 400 072 or may contact the Company at info@unitedpolyfab.com.

By order of the Board of Directors
FOR, **United Polyfab Gujarat Limited**

Place: Ahmedabad
Date: August 18, 2017

Sd/-
Gagan Mittal
Chairman and Managing Director
(DIN- 00593377)