

ANNUAL GENERAL MEETING NOTICE

Notice is hereby given that the 24th Annual General Meeting of the members of M/s Uniroyal Industries Limited will be held on Friday, 29th September, 2017 at 10.00 a.m. at Hotel Prabhat Inn Sector 10, Panchkula to transact the following business:-

ORDINARY BUSINESS

1. To consider and adopt:
 - (a) the audited financial statement of the Company for the financial year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon; and
 - (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2017.
2. To appoint a director in place of Mrs. Rashmi Mahajan who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint Auditors of the company and to fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT M/s AGPRS & Associates, Chartered Accountants, be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the company at such remuneration as shall be fixed by the Board of directors of the company.”

SPECIAL BUSINESS

4. **To consider and if thought fit, to pass with or without modifications, the following resolution as special resolution:-**

“RESOLVED THAT in supercession of all earlier resolutions on the matter and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act and Companies Act, 1956 (including any statutory modification or re-enactment thereof) and the Articles of Association of the Company, consent of the Shareholders be and is hereby accorded to the Company, to borrow, from time to time, any sum or sums of money (including non-fund based banking facilities) as may be required for the purpose of the business of the Company, from one or more Banks, Financial Institutions and other persons, firms, bodies corporates, whether in India or abroad, notwithstanding that the monies so borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may at any time exceed the aggregate of the paid up Capital of the Company and its Free Reserves (reserves not set apart for any specific purpose) provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of 100 crores (Rupees Hundred Crores only) and the Board be and is hereby authorized to decide all terms and conditions in relation to such borrowing, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required.”

5. **To consider and if thought fit, to pass with or without modifications, the following resolution as special resolution:-**

“RESOLVED THAT in supercession of all earlier resolutions on the matter and pursuant to the provisions of Section



180(1)(a) of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act and Companies Act, 1956 (including any statutory modification or re-enactment thereof), consent of the Shareholders be and is hereby accorded to the Company to mortgage, hypothecate, pledge and / or charge, in addition to the mortgage, hypothecate, pledge and / or charge already created, in such form, manner and ranking and on such terms as the Board deems fit in the interest of the Company, on all or any of the movable and / or immovable properties of the Company (both present and future) and /or any other assets or properties, either tangible or intangible, of the Company and / or the whole or part of any of the undertaking of the Company together with or without the power to take over the management of the business or any undertaking of the Company in case of certain events of defaults, in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company, by way of loans, debentures (comprising fully / partly Convertible Debentures and / or Non-Convertible Debentures or any other securities) or otherwise, in foreign currency or in Indian rupees, from time to time, up to the limits approved or as may be approved by the shareholders under Section 180(1)(c) of the Act (including any statutory modification or re-enactment thereof) along with interest, additional interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other monies payable by the Company including any increase as a result of devaluation / revaluation / fluctuation in the rate of exchange and the Board be and is hereby authorized to decide all terms and conditions in relation to such creation of charge, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required."

6. To consider and if thought fit, to pass with or without modifications, the following resolution as special resolution:-

"RESOLVED THAT pursuant to Section 2(94), 196, 197, 198 and 203 and other provisions applicable, if any, of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) consent of the Shareholders be and is hereby accorded for re-appointment of Mr. Akhil Mahajan as Executive Director of the company be made for a period of 3 years w.e.f. 1st September, 2017.

FURTHER RESOLVED THAT Mr. Akhil Mahajan shall manage the affairs of the company under the directions, superintendence and control of the Board of Directors of the company.

FURTHER RESOLVED THAT in consideration of his services as Executive Director, Mr. Akhil Mahajan shall be paid the following remuneration:

- A. Salary : Rs. 2,00,000/- (Rs. Two Lac) per month.
- B. Commission : As may be decided by the board from time to time but not exceeding 0.75% of the turnover
- C. Medical : The company shall reimburse the medical reimbursement expenses incurred for the appointee and his family.
- D. Club Fee : Fee of clubs subject to maximum of two clubs, including admission and life membership fees.
- E. Personal : Premium not to exceed Rs. 10,000 per annum. Accident Insurance
- F. Leave travel : First class air passage for self, spouse, dependent children and dependent parents of the appointee once in a year.
- G. Car : Provision of car for official-cum-personal use. However, the valuation of personal use of car shall be treated as perquisite of the appointee.
- H. Telephone : Provision of telephone at residence for official-cum-personal use. However, the valuation of personal use of telephone shall be treated as perquisite of the appointee.
- I. Other Perquisites : The appointee shall also be eligible to the following perquisites which shall not be included in the computation of the ceiling on remuneration:

- (a) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not

taxable under the Income-tax Act, 1961

- (b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and
(c) Encashment of leave during/at the end of the tenure.”

Provided however that during any financial year, the sum total of salary and perquisites stated above shall not exceed the limit of remuneration specified in the Companies Act, 2013.

Provided further that even in case of loss or inadequacy of profits during any financial year, Mr. Akhil Mahajan will be paid the aforesaid remuneration as minimum remuneration.”

7. **To consider and if thought fit, to pass with or without modifications, the following resolution as special resolution:-**
“RESOLVED THAT pursuant to Section 2(94), 196, 197, 198 and 203 and other provisions applicable, if any, of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) consent of the Shareholders be and is hereby accorded for re-appointment of Mr. Abhay Mahajan as Executive Director of the company for a period of 3 years w.e.f 1st November, 2017.

“FURTHER RESOLVED THAT Mr. Abhay Mahajan shall manage the affairs of the company under the directions, superintendence and control of the Board of Directors of the company.”

“FURTHER RESOLVED THAT in consideration of his services as Executive Director, Mr. Abhay Mahajan shall be paid the following remuneration”

- | | |
|----------------------|--|
| A. Salary | : Rs. 2,20,000/- (Rs. Two Lac only) per month. |
| B. Commission | : As may be decided by the board from time to time but not exceeding 0.75% of the turnover |
| C. Housing | : The appointee shall be provided by the company a rent free unfurnished accommodation and the expenditure incurred on gas, electricity and water shall be reimbursed to him by the company. |
| D. Medical | : The company shall reimburse the medical reimbursement expenses incurred for the appointee and his family. |
| E. Club Fee | : Fee of clubs subject to maximum of two clubs, including admission and life membership fees. |
| F. Personal | : Premium not to exceed Rs. 10,000 per annum. Accident Insurance |
| G. Leave travel | : First class air passage for self, spouse, dependent children and dependent parents of the appointee once in a year. |
| H. Car | : Provision of car for official-cum-personal use. However, the valuation of personal use of car shall be treated as perquisite of the appointee. |
| I. Telephone | : Provision of telephone at residence for official-cum-personal use. However, the valuation of personal use of telephone shall be treated as perquisite of the appointee. |
| J. Other Perquisites | : The appointee shall also be eligible to the following perquisites which shall not be included in the computation of the ceiling on remuneration: |
- (a) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961
- (b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and
- (c) Encashment of leave during/at the end of the tenure.”

Provided however that during any financial year, the sum total of salary and perquisites stated above shall not exceed the limit of remuneration prescribed under Section II of Part 2 of Schedule V to the Companies Act, 2013.

Provided further that even in case of loss or inadequacy of profits during any financial year, Mr. Abhay Mahajan will be paid the aforesaid remuneration as minimum remuneration.”



8. To consider and if thought fit, to pass with or without modifications, the following resolution as special resolution:-

“RESOLVED THAT in terms of Sections 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other relevant rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with the Stock Exchange where the company's shares are listed, and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulation 2009, and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as may be applicable to the preferential issue of Equity shares and other applicable regulations/guidelines of SEBI, if any and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include any committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated) and subject to such, consents and approvals of SEBI, Stock Exchanges, Government of India, or such other bodies or authorities as may be required by law and as may be necessary and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals and which may be agreed to by or any other authorities as may be necessary for that purpose, the consent of the members of the company be and is hereby accorded to the Board to offer, issue, and allot upto 4,30,000 Equity shares of Rs.10/- each to Mr. Akhil Mahajan and Mr. Abhay Mahajan at a price arrived at as on the relevant date.

“RESOLVED FURTHER THAT the 'Relevant Date' for the purpose of calculating the price of Equity Shares to be issued in terms hereof shall be 30th August, 2017 being the date 30 days prior to the date of this Annual General Meeting scheduled to be held on 29th September, 2017.”

“RESOLVED FURTHER THAT the new equity shares issued shall rank pari-passu with the existing Equity Shares of the Company in all respects and that the equity shares so allotted during the financial year shall be entitled to dividend, if any, declared including other corporate benefits, if any, for which the book closure or the Record Date falls subsequent to the allotment of Equity Shares.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to do all such acts, deeds, matters and execute all documents as may be necessary in this regard and to delegate all or any of the power herein conferred, to any one or more Directors or the Company Secretary of the Company .”

By order of the Board
For Uniroyal Industries Limited

Dated : 14th August, 2017
Place: Panchkula

sd/
(Arvind Mahajan)
Managing Director

Notes :

1. A member who is entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company. The proxy form duly filled in and signed must reach the Registered Office of the company at least 48 hours before the meeting.
2. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. All documents referred to in this meeting notice and the accompanying statements are open for inspection at the Registered Office of the company on all working days (except Holidays) during business hours upto the date of Annual General meeting.
4. Members are requested to notify to the company immediately change in their address, if any.
5. The Register of Members and Transfer Books of the company will remain closed from 26th September, 2017 to 29th September, 2017 (both days inclusive) at the time of Annual General Meeting of the company.
6. Members having any query relating to the Annual Report are requested to write to the company at least 7 days before the date of Annual General Meeting so as to enable the Management to keep the information ready.
7. Members are requested to bring their copy of the Annual Report along with them to the meeting, as copies of the Annual Report will not be distributed at the meeting.
8. Members are requested to produce the Attendance Slip at the entrance to the venue.
9. M/s AGPRS & Associates., Chartered Accountants, are the present Auditors of the company. Pursuant to section 139 of the Companies Act, 2013, they would retire as auditors at the forthcoming 24th Annual General Meeting of the company. Being eligible they have offered themselves for re appointment.
10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link Intime India Private Limited.
12. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

13. Voting through electronic means

In compliance with provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to offer e voting facility to the Members to exercise their right to vote by electronic means on all Resolutions set forth in the Notice convening the 24th Annual General Meeting to be held on 29th September 2017, through Central Depository Services (India) Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail of the facility at his/her/it discretion, subject to compliance with the instructions prescribed below

The instructions for shareholders voting electronically are as under:

- (I) The voting period begins on <26th September, 2017 9.00. Hrs > and ends on <28th September, 2017 5.00. Hrs >. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (22.09.2017 record date) of <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholder-login.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.



(vii) 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) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated 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. <ul style="list-style-type: none"> 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).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Uniroyal Industries Limited > on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) 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.

(xviii) 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.

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

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

ITEM NO. 4 & 5

The company is in the process of enhancing existing manufacturing capacities in the existing plant at Panchkula and also plan to establish a new unit at Dera Bassi, Punjab. In order to meet its financial requirements, the company needs to mortgage/create charge on its movable and immovable assets and to borrow money from time to time which shall exceed the paid up capital and free reserves of the company.

In terms of the provisions of the section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, consent of the members of the company is required for mortgaging and/or charging the assets of the company and for borrowing moneys in excess of the paid up capital and free reserves of the company. The total amount up to which moneys may be borrowed by the Board of directors shall not exceed at any time Rs. 100.00 crores on account of the principal amount.

The proposed resolutions are therefore, being placed before the members of the company for their consent by way of Special resolutions.

None of the directors of the company is directly or indirectly concerned or interested in the proposed resolutions.

ITEM NO.6

Mr. Akhil Mahajan was appointed as Executive Director of the company for three years w.e.f. 1st September, 2014.

He is looking after the Finance department of the company. The Nomination & Remuneration Committee in its meeting held on 30th May, 2017 has considered and recommended the re appointment of Mr. Akhil Mahajan.

Section **196, 197, 200, 201(1) and 203(1)** of the Companies Act, 2013 and rule **7** of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other provisions applicable, if any, of the Companies Act, 2013, the re-appointment of Mr. Akhil Mahajan is subject to the approval of the Shareholders by way of Special Resolution.

The members are further informed that considering the size of the company, the remuneration being paid to Mr. Akhil Mahajan is well below the comparative remuneration which a person of said profile in the textile industry will get.

The members are further informed that the performance of the company has been very good and the company is generating profits from the business of the company. Your Board of Directors foresee a better profitability in future and Mr. Akhil Mahajan is contributing his best efforts for the better performance of the company.

The members may consider and pass the proposed resolution as special resolution.

Mr. Akhil Mahajan being himself the appointee, Mr. Arvind Mahajan being his father, Mrs. Rashmi Mahajan being his mother and Mr. Abhay Mahajan being his brother are interested in the proposed resolution.

ITEM NO.7

Mr. Abhay Mahajan was appointed as Executive Director of the company for three years w.e.f. 1st November, 2014.

He is looking after the Marketing department of the company. The Nomination & Remuneration Committee in its meeting held on 30th May, 2017 has considered and recommended the re appointment of Mr. Abhay Mahajan.

Section **196, 197, 200, 201(1) and 203(1)** of the Companies Act, 2013 and rule **7** of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other provisions applicable, if any, of the Companies Act, 2013, the re-appointment of Mr. Abhay Mahajan is subject to the approval of the Shareholders by way of Special Resolution.

The members are further informed that considering the size of the company, the remuneration being paid to Mr. Abhay Mahajan is well below the comparative remuneration which a person of said profile in the textile industry will get.

The members are further informed that the performance of the company has been very good and the company is generating profits from the business of the company. Your Board of Directors foresee a better profitability in future and Mr. Abhay Mahajan is contributing his best efforts for the better performance of the company.

The members may consider and pass the proposed resolution as special resolution.

Mr. Abhay Mahajan being himself the appointee, Mr. Arvind Mahajan being his father, Mrs. Rashmi Mahajan being his mother and Mr. Akhil Mahajan being his brother are interested in the proposed resolution.



ITEM NO. 8

The special resolution as mentioned under item no.9 proposes to authorize the Board of Directors to issue and allot up to 4,30,000 Equity Shares to Mr. Akhil Mahajan and Mr. Abhay Mahajan in such manner and on such terms of conditions as prescribed under SEBI (ICDR) Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014. Consent of the shareholders is sought for issuing the Equity Shares as stated in the resolution on a preferential basis. In terms of Regulation 73 of SEBI (ICDR) Regulations, 2009 ("Regulations") as amended, the following disclosures are needed to be made in the Explanatory Statement to the Notice of the General Meeting:

I. The Objects of the issue through preferential offer:

The company is in the process of enhancing existing manufacturing capacities in the existing plant at Panchkula and also plan to establish a new unit at Dera Bassi, Punjab. In order to meet its financial requirements, the company needs additional equity fund in addition the loans already taken by the company. Accordingly, it is proposed to make the preferential issue and allot 4,30,000 equity shares of Rs. 10/- each at the price arrived at on the relevant date to the promoters of the company Mr. Akhil Mahajan and Mr. Abhay Mahajan.

ii. The Total Number of shares to be issued :

The Board intends to offer, issue and allot upto 4,30,000 equity shares of Rs.10/- each fully paid-up to the proposed allottees through this preferential issue on cash basis. Mr. Akhil Mahajan and Mr. Abhay Mahajan being the proposed allottees will be issued 2,15,000 equity shares and 2,15,000 equity shares respectively and the value/price of equity shares of Issuer Company is calculated in accordance with the criteria given under the SEBI ICDR Regulations.

iii. Intention of the Promoters/ Key Managerial Personnel/ Directors to subscribe to the offer :

Mr. Akhil Mahajan and Mr. Abhay Mahajan (member of the promoter group) are subscribing to the offer because the company requires additional funds by way of equity. Accordingly, it is proposed to issue and allot Equity Shares to Mr. Akhil Mahajan and Mr. Abhay Mahajan.

iv. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Proposed Allottees as mentioned at point no. (vi) below.

v. **The details of the shareholding of the proposed allottees in M/s Uniroyal Industries Limited as on date are as under:**

S.No.	Name of the Proposed Allottee	Category in terms of issuer Company	Shareholding in Uniroyal Industries Limited (% of total paid-up share capital)
1.	Mr. Akhil Mahajan	Promoter	390125 (4.72%)
2.	Mr. Abhay Mahajan	Promoter	713475 (8.63%)

vi. **Identity of the proposed allottees and percentage of post preferential issued capital**

Proposed Allottee	Pre-preferential issue holding	No. of Equity shares proposed to be allotted	Post preferential issue holding
Mr. Akhil Mahajan	3,90,125	2,15,000	6,05,125
Mr. Abhay Mahajan	7,13,475	2,15,000	9,28,475

vii. **Control:**

There shall be no change in management or control of the Company pursuant to the issue of equity shares.

viii. **Relevant Date:**

The Relevant Date as per the Regulations for the determination of issue price of the equity shares pursuant to the aforesaid preferential allotment is fixed as 30th August, 2017 i.e. the date falling 30 days prior to the date of this General Meeting to be held on September 29, 2017 to approve the proposed preferential issue, in terms of Section 62 of the Companies Act, 2013.

ix. **Pricing of Preferential Issue:**

Since the shares of the company are not frequently traded shares as specified in Regulation 71A of ICDR Regulations, the price of the shares shall be determined in terms of Regulation 76(A) of the ICDR Regulations.

x. **Basis of valuation of shares:**

The Company is a listed company, hence the price of Equity share has been calculated in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations and hence the price of the Equity share is not required to be determined by a registered valuer.

xi. **Earlier allotment on preferential basis:**

During the Financial Year 2015-16, the Company has not offered, issued and allot any equity shares on preferential basis to promoter and non-promoters.

xii. **Shareholding Pattern of the company before and after preferential Issue :**



S. No.	Category of shareholders	Pre-issue shareholding as 28-07-2017		Post-issue shareholding	
		No. of shares	%age	No. of shares	%age
A.	Promoters Holding				
1.	Indian				
	Individual	41,50,150	50.19	45,80,150	52.65
	Body corporate	Nil	Nil	Nil	Nil
	Sub Total (A1)	41,50,150	50.19	45,80,150	52.65
2.	Foreign promoters	Nil	Nil	Nil	Nil
	Sub Total (A2)	Nil	Nil	Nil	Nil
	Sub Total A (A1 + A2)	41,50,150	50.19	45,80,150	52.65
B.	Non Promoters Holding				
1.	Institutional Investors				
	Mutual Funds/ UTI	4,000	0.05	4,000	0.05
	Financial Institutions/ Banks	Nil	Nil	Nil	Nil
	Central Government/ State Government(s)	Nil	Nil	Nil	Nil
	Venture Capital Funds	Nil	Nil	Nil	Nil
	Insurance Companies	Nil	Nil	Nil	Nil
	Foreign Institutional Investors	Nil	Nil	Nil	Nil
	Foreign Venture Capital Investors	Nil	Nil	Nil	Nil
	Qualified Foreign Investors	Nil	Nil	Nil	Nil
	Sub-total (B1)	4,000	0.05	4,000	0.05
2.	Non Institutional:				
	Bodies Corporate	545659	6.60	545659	6.27
	Indian Public	3147447	38.06	3147447	36.18
	Others	421464	5.10	421464	4.85
	Sub Total (b2)	41,14,570	49.76	41,14,570	47.30
	Sub Total B (B1+ B2)	41,18,570	49.81	41,18,570	47.35
	Grand Total (A+B)	82,68,720	100	86,98,720	100

- xii. **Proposed time within which the allotment shall be completed:**
As required under Chapter VII of the Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue at the General Meeting or in the event allotment of equity shares 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.
- xiii. **Approvals:**
The Company will take necessary steps to obtain the required approvals from the Stock Exchange, SEBI, or any other regulatory agency as may be applicable, for the proposed preferential issue of equity shares.
- xiv. **Holding of shares in demat form, non-disposal of existing shares by the proposed allottees and lock-in period of prior-holding of shares of proposed allottees:**
The entire shareholding of the proposed allottees in the company, is held by them in dematerialized form. The entire pre preferential allotment shareholding of such allottees shall be under lock-in from the relevant date up to a period of six months from the date of trading approval from all the stock exchanges where the securities of the Company are listed. The shareholder who has sold their shares during the six months period prior to the relevant date shall not be eligible for allotment of equity shares on preferential basis. The proposed shareholders have Permanent Account Number.
- xv. **Lock-in Period of proposed allotment:**
The equity shares proposed to be allotted shall be subject to 'lock-in' for such a period as the case may be from the date of trading approval from all the stock exchange/s where the securities of the Company are listed as per Clause 78 of the SEBI (ICDR) Regulations, 2009.
- xvi. **Auditor's Certificate:**
Certificate from the Statutory Auditors confirming that the proposed issue of equity shares is being made in accordance with the SEBI (ICDR) Regulations, 2009 will be made available for inspection at the Registered Office of the Company between 10 a.m. and 1 p.m. on all working days up to the date of the meeting.
- xvii. **Undertaking to re-compute the price, if required:**
The Company hereby undertakes that it shall re-compute the price of the Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations, in case it is required to do so.
- xviii. **Undertaking to put Equity Shares under lock-in till the re-computed price is paid, if required:**
The Company undertakes that if the amount payable on re-computation of the price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the Equity Shares shall continue to be locked-in till such time such amount is paid by the allottees.
- xix. **Compliances:**
The company has complied with the requirement of listing agreement including maintaining a minimum of 25% of the paid up capital in the hands of the public. The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the Notice. Except Mr. Akhil Mahajan, Mr. Arvind Mahajan & Mr. Abhay Mahajan and Mrs. Rashmi Mahajan. None of the Directors, key managerial personnel and their relatives are concerned or interested in the above said resolution except to the extent of their directorship and shareholding in the company.