

# NOTICE

NOTICE is hereby given that the 20th Annual General Meeting of the members of M/s. Uniply industries Limited will be held on Thursday the 29th Day of September 2016 at 2.30 p.m. at the Music Academy (Kasturi Srinivasan Hall) Old No. 306, New No. 168, T. T. Krishnamachari Road, Rayapettah, Chennai 600 014, to transact the following business:

## ORDINARY BUSINESS

### 1. ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the accounts of the Company for the financial year ended 31st March 2016, the Balance Sheet as at that date and the reports of the Directors and Auditors thereon.

### 2. RATIFICATION OF APPOINTMENT OF AUDITOR

To ratify the appointment of Auditor of the company and to fix their remuneration and to pass the following resolution as an ordinary resolution:

**“RESOLVED THAT**, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and rules made there under, pursuant to the recommendation of Audit Committee, and pursuant to the resolutions passed by the members at the AGM held on 8th Day of September, 2014, the appointment of M/s. C. Ramasamy & B. Srinivasan, Chartered Accountants, Chennai (FRN: 002957S) as Auditors of the Company to hold office till the Conclusion of 21st Annual General Meeting of the company, be and is hereby ratified.

**RESOLVED FURTHER THAT** Managing Director of the company be and is hereby authorized to fix the remuneration payable to them for the Financial year ending on March 31, 2017 along with other terms & conditions of appointment of the Auditor.”

## SPECIAL BUSINESS

### 3. REGULARIZATION OF APPOINTMENT OF MR. MANOHAR RAMABTAR JHUNJHUNWALA AS DIRECTOR OF THE COMPANY

To Consider and, if thought fit, to pass without modification(s), the following as an Ordinary Resolution:

**“RESOLVED THAT** Mr. Manohar Ramabtar Jhunjunwala (DIN-02889587), who was appointed as an Additional Director with

effect from 09.02.2016 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the company not liable to retire by rotation.”

### 4. APPROVAL OF APPOINTMENT OF MR. MANOHAR RAMABTAR JHUNJHUNWALA AS WHOLE TIME DIRECTOR OF THE COMPANY FOR A PERIOD OF THREE YEARS W.E.F 09.02.2016

To Consider and, if thought fit, to pass without modification(s), the following as a Special Resolution:

**“RESOLVED** pursuant to provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions if any of the companies Act, 2013 (including any statutory modifications, enactments, or re-enactments, thereof for the time being in force), consent of the Company be and is hereby accorded for the appointment of Mr. Manohar Ramabtar Jhunjunwala as Whole Time Director of the Company at a Gross Remuneration of Rs. 4,00,000/- (Rupees Four Lakhs only) per month for a period of three years with effect from 09.02.2016.

**RESOLVED FURTHER THAT** the aggregate of the remuneration payable to Mr. Manohar Ramabtar Jhunjunwala as above shall be subject to overall ceilings laid down under Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** during the tenure of his appointment, Mr. Manohar Ramabtar Jhunjunwala, whole time director shall not be liable to retire by rotation and shall perform all such duties as are entrusted to him from time to time by the Board of Directors and as may be required to be performed by him from time to time, subject to the supervision and control of the Board of Directors”.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to vary, increase or enhance the scope of remuneration in accordance with provisions regarding payment of managerial remuneration under the Companies Act, 2013.”

**5. APPOINTMENT OF MR. SRINIVASAN SETHURAMAN AS AN INDEPENDENT DIRECTOR**

To Consider and, if thought fit, to pass without modification(s), the following as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Srinivasan Sethuraman (DIN: 03175616), a Non-executive additional Director of the Company appointed on 13.11.2015 whose term expires at the ensuing Annual General Meeting of the company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment in respect of whom a notice in writing has been received by the Company proposing his candidature for the office of Director under section 160 of the Companies Act, 2013, be and is hereby appointed as an independent director (Non-Executive) of the company, not liable to retire by rotation and to hold office for 5 (Five) consecutive years for a term up to November 11, 2021."

**"RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to sign the certified true copy of the resolution and also to do all the acts, deeds and things which are necessary to the appointment of aforesaid person as an director of the Company."

**6. REGULARIZATION OF APPOINTMENT OF MS. REENA BATHWAL AS DIRECTOR OF THE COMPANY**

To Consider and, if thought fit, to pass without modification(s), the following as an Ordinary Resolution:

**"RESOLVED THAT** Ms. Reena Bathwal (DIN-07364532), who was appointed as an Additional Director with effect from 11.12.2015 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby

appointed as a director (non-executive) of the company whose period of office will be liable to determination by retirement of Directors by rotation."

**7. RATIFICATION OF DISCLOSURE WITH REFERENCE TO POINT NO. 2 OF ITEM NO. 4 OF THE EXPLANATORY STATEMENT TO THE NOTICE OF POSTAL BALLOT DATED 25.03.2016**

To consider and, if thought fit, to ratify, the following corrigendum notice dated 27.06.2016 published in News Today, Chennai edition, dated 28.06.2016, as a special resolution.

**"RESOLVED THAT** the appended corrigendum dated 27.06.2016 be and is hereby ratified."

**CORRIGENDUM**

This is in reference to the dispatched of Postal Ballot Notice along with Postal Ballot Form dated 25.03.2016 to the Shareholders of the Company and corrigendum dated 16.04.2016 & 24.06.2016 to the same.

Point No. 2 of Item No. 4 of the Explanatory Statement to the Notice of our Postal Ballot i.e. Intention of the non-promoters to subscribe to the equity shares – The investors intend to support the Company in achieving the growth of the business of the Company and accordingly desirous to invest in the equity share capital of the Company, will be replaced with the following

The proposal of the Promoters, Directors or Key Management Personnel of the issuer to subscribe to the offer

"None of the current Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to the proposed preferential offer".

We further undertake that the above point shall be ratified in the coming General Meeting of the shareholders of our company.

We also undertake that the corrigendum shall be updated in our website [www.uniply.in](http://www.uniply.in).

**8. TO ISSUE AND ALLOTMENT OF UPTO 31,40,000 EQUITY SHARES OF RS.10/- EACH TO PROMOTER/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 Rules and Regulations made there under and the provisions of Chapter VII of the Securities and Exchange Board of India (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 Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “SEBI Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (erstwhile 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 31,40,000 (Thirty One Lacs Forty Thousands) Equity Shares of Rs.10/- (Rs. Ten) each at a premium of Rs.194.62/- (Rupees One Hundred ninety four and paise sixty two only) ie., at a total price of Rs.204.62/- (Rupees Two hundred four and paise sixty two only) aggregating to Rs.64,25,06,800/- (Rupees Sixty four crores Twenty five lacs six thousand eight hundred only) {including the issue of 11,30,388 equity shares of the company at a Face value of Rs.10/- each at a share premium of Rs.194.62 per share, total aggregating to Rs.23.13 crores to the existing shareholders of M/s Vector Projects (India) Private Limited, Mumbai which is allotted for consideration other than cash} considering 29th August, 2016 as the Relevant Date being the 30 days prior to the date of Annual 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 proposed allottees | No of Shares to be allotted | Category     | Consideration   |
|--------|----------------------------|-----------------------------|--------------|-----------------|
| 1      | Umesh Rao                  | 341595                      | Non-promoter | Other than cash |
| 2      | Varsha Rao                 | 23047                       | Non-promoter | Other than cash |
| 3      | Mayuree Rao                | 38656                       | Non-promoter | Other than cash |
| 4      | Gangothri Farm & Estates   | 35476                       | Non-promoter | Other than cash |
| 5      | Rajesh U Lad               | 50547                       | Non-promoter | Other than cash |
| 6      | Shailaja Shah              | 87968                       | Non-promoter | Other than cash |
| 7      | Sonal Shah                 | 87968                       | Non-promoter | Other than cash |
| 8      | Deepak Jadhav              | 109960                      | Non-promoter | Other than cash |
| 9      | Vasant Jadhav              | 109960                      | Non-promoter | Other than cash |
| 10     | Moiz Rajkotwala            | 43984                       | Non-promoter | Other than cash |
| 11     | Shabbir Rajkotwala         | 43984                       | Non-promoter | Other than cash |
| 12     | K. Shrikanth               | 46183                       | Non-promoter | Other than cash |
| 13     | K. Padmapriya              | 67515                       | Non-promoter | Other than cash |
| 14     | Mohan Raj                  | 13855                       | Non-promoter | Other than cash |
| 15     | Nagarajan                  | 5498                        | Non-promoter | Other than cash |

| Sl No. | Name of proposed allottees           | No of Shares to be allotted | Category       | Consideration   |
|--------|--------------------------------------|-----------------------------|----------------|-----------------|
| 16     | Subedar Pandey                       | 5498                        | Non-promoter   | Other than cash |
| 17     | Ketan Hewatta                        | 2199                        | Non-promoter   | Other than cash |
| 18     | Himaneer Murg                        | 7697                        | Non-promoter   | Other than cash |
| 19     | Seema Prabhu                         | 2199                        | Non-promoter   | Other than cash |
| 20     | Abhijit Bhat                         | 4398                        | Non-promoter   | Other than cash |
| 21     | Ratan Kumar Jha                      | 2199                        | Non-promoter   | Other than cash |
| 22     | N.Balambal                           | 12218                       | Non-promoter   | Cash            |
| 23     | N.Narayanan                          | 12218                       | Non-promoter   | Cash            |
| 24     | N.Valliammai                         | 12218                       | Non-promoter   | Cash            |
| 25     | N.Balambigai                         | 12218                       | Non-promoter   | Cash            |
| 26     | Teja Sajja                           | 12218                       | Non-promoter   | Cash            |
| 27     | Hemant Kumar Gummadi                 | 12218                       | Non-promoter   | Cash            |
| 28     | Pendyala Rajeswari                   | 12218                       | Non-promoter   | Cash            |
| 29     | T.Sivasubramanian                    | 17105                       | Non-promoter   | Cash            |
| 30     | Meenakshi Mercantile Ltd.            | 100186                      | Non-promoter   | Cash            |
| 31     | Sunil Kumar Jhunjhunwala             | 25046                       | Non-promoter   | Cash            |
| 32     | Third Wave Business Aids Pvt Ltd.    | 25046                       | Non-promoter   | Cash            |
| 33     | K.Sethuramalingam                    | 45000                       | Non-promoter   | Cash            |
| 34     | Vandana Pramod                       | 25000                       | Non-promoter   | Cash            |
| 35     | Umamaheswari Janarthanan             | 25000                       | Non-promoter   | Cash            |
| 36     | M.Nallathayammal                     | 15000                       | Non-promoter   | Cash            |
| 37     | Naveen Kumar Vadderla                | 30000                       | Non-promoter   | Cash            |
| 38     | Vidhya Rani Potineni                 | 150000                      | Non-promoter   | Cash            |
| 39     | Tarbir Shahpuri                      | 195484                      | Non-promoter   | Cash            |
| 40     | Venkatesh Subramanian HUF            | 58645                       | Non-promoter   | Cash            |
| 41     | Saroj Chandak                        | 48871                       | Non-promoter   | Cash            |
| 42     | MB Athreya                           | 21992                       | Non-promoter   | Cash            |
| 43     | Rajiv Agarwal                        | 24436                       | Non-promoter   | Cash            |
| 44     | Arati Babubhai Patel Pvt. Trust      | 36653                       | Non-promoter   | Cash            |
| 45     | Bhavna Darshanbhai Patel Pvt. Trust  | 36653                       | Non-promoter   | Cash            |
| 46     | Darshankumar Naranbhai Patel         | 48871                       | Non-promoter   | Cash            |
| 47     | Janki Darshanbhai Patel              | 24436                       | Non-promoter   | Cash            |
| 48     | Dignesh Pramukhbhai Patel            | 48871                       | Non-promoter   | Cash            |
| 49     | Nikhil Vora                          | 48871                       | Non-promoter   | Cash            |
| 50     | Shashank Arya                        | 39091                       | Non-promoter   | Cash            |
| 51     | Aashish Kumar Jalan                  | 61089                       | Non-promoter   | Cash            |
| 52     | Nimisha Kataruka                     | 58645                       | Non-promoter   | Cash            |
| 53     | Foundation Outsourcing India Pvt Ltd | 714089                      | Promoter group | Cash            |
|        | Total                                | 3140000                     |                |                 |

**RESOLVED FURTHER THAT** the "Relevant Date" in relation to issue of Equity shares pursuant to this resolution in accordance with the provisions of Regulation 71 of Chapter VII of SEBI (ICDR) Regulations shall be the date thirty (30) days prior to the date of this Annual General Meeting of the company i.e. 29th August, 2016 or such other date as may be prescribed in accordance with the SEBI (ICDR) Regulations and the floor price so calculated is Rs.204.62 (Rupees Two hundred and four and sixty two paise only).

**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."

**9. Increase in the limits for providing Loans, Guarantee, Security and making Investments under Section 186 of the Companies Act, 2013:**

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

**"RESOLVED THAT** in pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Meeting of Board and its Powers) Rules, 2014 and other Rules and Regulations including any statutory modification/s or re-enactment/s thereof, consent of the shareholders of the Company, be and is hereby accorded to the Board of Directors, to give loan/s or any other form of debt to any person or other body corporate/s and / or give guarantee/s and/ or provide security /ies and/or acquire by way of subscription, investment, purchase or otherwise, the shares or securities of M/s Vector Projects (I) Private Limited, Mumbai or any other body corporate/s, its own subsidiary, associate company as may be required from time to time, exceeding sixty percent of its paid up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more, as the Board of Directors may think fit, provided that the total loans or investments made, guarantee given, security provided, shall not at any time exceed Rs. 100.00 Crores (Rupees One Hundred Crores only) or limits so prescribed under section 186 (as may be amended from time to time), whichever is higher."

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

By order of the Board

Place: Chennai  
Date: 31.08.2016

S. S. Deepthi  
Company Secretary  
M. No. 43814

## 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. A Member holding 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 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. 3 to 7 the accompanying Notice are annexed hereto.
5. Members are requested to bring their admission slips along with copy of the Annual Report to the Annual 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. The Register of Members and Transfer Registers will remain closed from 23.09.2016 to 29.09.2016 both days inclusive).
8. Members are requested to
  - i) Write to the Company at least seven days before the date of the Meeting, in case they desire any information as regards the Audited Accounts for the financial year ended 31.03.2016, so as to enable the Company to keep the information ready.
  - ii) Quote registered folio number or Client ID in all the correspondence.
  - iii) Send all share transfer lodgments (physical mode) / correspondence to the Registrar and Share Transfer Agents of the Company.
9. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports 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.
10. As required under clause 49IV G of the Listing agreements and subsequent SEBI (LODR), 2015, given below the details of director who are proposed to be reappointed/reappointed.

| Name of the Director  | Manohar Ramabtar Jhunjhunwala  | Srinivasan Sethuraman  | Reena Bathwal  |
|---|--|--|--|
| DIN   | 02889587   | 03175616   | 07364532   |
| Date of birth   | 20.08.1952   | 21.02.1971   | 17.08.1976   |
| Date of appointment   | 09.02.2016   | 13.11.2015   | 11.12.2015   |
| Expertise in specific functional area   | Over 30 year of rich Experience in the field of Sales & Marketing, Marketing strategy, administration and general management | Chartered Accountant, over18 years of rich experience in the field of project finance, Merger & Acquisition, Audit, accounts, taxation and management consultancy.                                 | Chartered Accountant, over12 years of rich experience in the field of project finance, accounts, Audit and taxation. |
| Qualification   | B.Com  | Chartered Accountant   | Chartered Accountant   |
| Board Membership of other companies as on March 31, 2016  | 1.MRJ Marketing Pvt Ltd<br>2. MRJ Creations Pvt Ltd<br>3. MRJ Trading Pvt Ltd<br>4. Jalaram Veneers & Floors Pvt Ltd         | 1-Foundation Outsourcing India Pvt Ltd.<br>2. Fourshore IT Outsourcing India Pvt Ltd<br>3.Loremclaro Solutions Pvt Ltd<br>4. KASG Finnaissance Consulting Pvt Ltd<br>5. Super Band Private Limited | NIL  |
| Chairman / member of the Committee of Directors of the other Companies in which he is a Director as on March 31, 2016 | NIL  | NIL  | NIL  |
| No. of Shares held in the Company as on March 31, 2016  | 4000   | 40000  | NIL  |

11. 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 Friday, 23.09.2016 i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. The e-voting period will commence at 9.00 a.m. on Monday, 26.09.2016 and will end at 5.00 p.m. on Wednesday, 28.09.2016. The Company has appointed Mr. P.K Panda & Co, Practicing Company Secretaries, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

## PROCEDURE FOR EVOTING

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on at 9.00 a.m. on Monday, 26.09.2016

and will end at 5.00 p.m. on Wednesday, 28.09.2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23.09.2016 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](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (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](http://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:

|  |  |
|--|--|
| PAN  | <p>For Members holding shares in Demat Form and Physical Form<br/>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• 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.</li> <li>• 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.</li> </ul> |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.<br/>If both 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).</p>   |

(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 <Company Name> 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the login 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) 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](http://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](mailto: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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.

(xx) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

By order of the Board

Place: Chennai  
Date: 31.08.2016

**S. S. Deepthi**  
*Company Secretary*  
M. No. 43814

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## EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the business mentioned at Item Nos. 3 to 9 of the accompanying Notice dated 31.08.2016.

### Item No. 3

Mr. Manohar Ramabtar Jhunjhunwala was appointed as an Additional Director on 09.02.2016 in accordance with the provisions of Section 161 of the Companies Act, 2013. As per the provisions of Section 161 of the Companies Act, 2013, the said director holds office up to the date of this Annual General Meeting. In this regard the Company has received a request in writing from a member of the company proposing Mr. Manohar Ramabtar Jhunjhunwala candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Mr. Manohar Ramabtar Jhunjhunwala on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 3 for adoption.

Except Mr. Manohar Ramabtar Jhunjhunwala, none of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in the said resolution except and to the extent they are member of the Company.

The Board recommends resolutions under Item No. 3 to be passed as an ordinary resolution.

### Item No.4

The Board of Directors in their meeting held on 09.02.2016 had appointed Mr. Manohar Ramabtar Jhunjhunwala as Whole Time Director of the Company for a period of 3 years w.e.f 09.02.2016 with a gross remuneration of Rs. 4,00,000/-p.m, subject to the approval by the shareholders of the Company under Schedule V of the Companies Act, 2013.

In the event of absence of or inadequacy of Profit in any Financial Year during the tenure of appointment, the remuneration shall be governed as provided under Section II of Part II of Schedule V to the Companies Act, 2013.

The Board of Directors be and hereby authorized to alter and vary the terms and conditions and grant increment(s) and other perquisites to respective individuals so as not to exceed the maximum limits for the payment of remuneration specified in Schedule V to the Companies Act, 2013 or any amendments thereto, as may be agreed to between the Board of Directors and the respective directors.

Further Mr. Manohar Ramabtar Jhunjhunwala's appointment is not liable to retire by rotation.

The above mentioned explanatory statement read together with the resolutions specified under special business as item No. 4 of the Notice convening the Annual General Meeting may be considered as an abstract, under section 102 of the Companies Act, 2013, of the terms of remuneration and Perquisites payable to the aforesaid whole time director with effect from 9.02.2016.

Except Mr. Manohar Ramabtar Jhunjhunwala, none of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in the said resolution except and to the extent they are member of the Company.

The Board recommends resolutions under Item No. 4 to be passed as a special resolution.

### Item No.5

Mr. Srinivasan Sethuraman was appointed as an Additional Director on 13.11.2015 pursuant to Section 161 of the Companies Act, 2013. He holds office till conclusion of this Annual General Meeting. In this regard the Company has received a request in writing from a member of the company proposing Mr. Srinivasan Sethuraman candidature

for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. Mr. Srinivasan Sethuraman is a Chartered Accountant and placed at Chennai. He has over 18 years of rich experience in the field of project finance, merger & acquisition, Audit, accounts and taxation etc. The Board considers that his continued association would be of immense benefit to the Company and is desirable to continuously avail the services of Mr. Srinivasan Sethuraman as an independent Director and also that, he fulfills the conditions specified in the Companies Act, 2013 for appointment as an Independent Director. Accordingly the Board recommends the passing of the Ordinary Resolution as set out in the Item no. 5 of the Notice.

Except Mr. Srinivasan Sethuraman, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise in the resolution except and to the extent they are member of the Company.

The Board recommends resolutions under Item No. 5 to be passed as an ordinary resolution.

#### Item No. 6

Mrs. Reena Bathwal was appointed as an Additional Director on 11.12.2015 in accordance with the provisions of Section 161 of the Companies Act, 2013. As per the provisions of Section 161 of the Companies Act, 2013 the said director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received a request in writing from a member of the company proposing Mrs. Reena Bathwal candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Mrs. Reena Bathwal on the Board is desirable and would be beneficial to the company.

None of the Directors, except Mrs. Reena Bathwal and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolutions under Item No. 6 to be passed as an ordinary resolution.

#### Item No. 7

The shareholders are aware that the company had invited subscription from the non-promoters upto 10,00,000 equity shares of Rs. 10/- each at a price determined as per Regulation 76 of SEBI (ICDR) Regulations, 2009 and amendment thereto through preferential allotment basis as per chapter VII of SEBI (ICDR) Regulations, 2009. Accordingly company had completed the issue/allotment process through postal ballot and result of the same was declared on

02.05.2016. Allotment of 934269 equity shares of Rs. 10/- each with a premium of Rs. 146.70/- each was made to various non-promoters on 17.05.2016. During in principle approval from stock exchanges, we found there was not a proper disclosure in notice of our postal ballot dated 25.03.2016 with regard to Regulation 73(1)(b) of SEBI (ICDR) Regulations, 2009.

In view of the above we had released a corrigendum dated 27.06.2016 and also provided an undertaking to the stock exchanges to ratify the correct disclosure as per Regulation 73(1)(b) of SEBI (ICDR) Regulations, 2009 in this meeting and the same had also been uploaded in our website [www.uniply.in](http://www.uniply.in).

The matter / disclosure slated in the aforesaid corrigendum is for shareholders ratification.

#### Item No. 8:

The Board of Directors of the company at its meeting held on 31st August, 2016 has approved the acquisition of 100% of the Equity shares of M/s Vector Projects (I) Private Limited, one of the India's leading architectural design and turnkey interior solution providers for a cash and share consideration. Hence considering the funding requirements for the purpose of making this investment as well as the transaction related expenses, the board of directors of the company had resolved that subject to the necessary approval(s), the board had approved the proposal for raising funds by way of issue of 31,40,000 Equity shares of Rs.10/- each at a share premium of Rs.194.62/- per share to the promoters as well as the non promoters of the company morefully mentioned in the notice calling the meeting.

The other disclosures and information as required under the Companies Act, 2013 and in terms of Regulation 73 of SEBI (ICDR) Regulations, 2009 (Regulations) for the proposed preferential issue is as under:

##### 1. Object of the Preferential Issue:-

The objective of the issue is to fund (wholly or in part), the proposed acquisition of 100% equity of M/s Vector Projects (India) Private Limited, for a cash and share consideration aggregating to Rs.64.12 crores and also for the other transaction related expenses. The company for the purpose of funding the above said acquisition of M/s Vector Projects (India) Private Limited, had proposed to issue the 11,30,388 equity shares of your company at a Face value of Rs.10/- each at a share premium of Rs.194.62 per share, total aggregating to Rs.23.13 crores to the existing shareholders of the said company. The details of the existing shareholders of the said company is given in the resolution and hence it is to be noted that the 11,30,388 equity shares of the company are allotted for consideration other than cash. The board of directors had obtained the valuation report of M/s Vector Projects (India) Private Limited and it is in the opinion of the board

that the acquisition price has been fixed considering the company's current business, brand image, orders in hand, future growth plans and prospects, strategic benefits and other business synergies, which your company will benefit from immensely.

## 2. Proposal of Promoters/Directors/Key Management persons to subscribe to the preferential issue

M/s. Foundation Outsourcing India Pvt Ltd, one of the proposed allottee intends to subscribe to the Proposed Issue. It is to be noted that Mr. Keshav Kantamneni, Promoter and Managing Director of your company is the major shareholder and Managing Director of M/s. Foundation Outsourcing India Pvt Ltd and Mr. Srinivasan Sethuraman, Director of your company is also a promoter and director of M/s. Foundation Outsourcing India Pvt Ltd.

## 3. Relevant Date

The Relevant Date as per the Regulations of SEBI for the determination of issue price of the equity shares pursuant to the aforesaid preferential allotment is fixed as 29-08-2016 i.e. the date falling 30 days prior to the date of this Annual General Meeting to approve the proposed preferential issue, in terms of Section 62 of the Companies Act, 2013.

## 4. Pricing of Equity Shares:-

The Equity Shares will be issued and allotted at a price of Rs.204.62/- (Rs.10/- towards the face value and Rs.194.62/- towards the share premium account) i.e., not lesser than the higher of the following in terms of the SEBI ( ICDR ) Regulations, 2009:-

(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 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 recognised stock exchange during the two weeks preceding the relevant date.

The average price per share is calculated in accordance with the Regulations.

The company's shares are listed with both BSE & NSE. The offer price is calculated based on trading price at stock exchanges where the trading volume is more during last 6 months prior to the relevant date as per chapter VII of SEBI (ICDR) Regulations, 2009.

As required under the Regulations, wherever it is required, the Company shall re-compute the issue price in accordance with the Regulations. Further, if the amount payable on account of the re-computation of issue price is not paid by the proposed allottees, within the time stipulated under the Regulations; the Equity Shares allotted shall continue to be locked in till the time such amounts are paid by them.

## 5. Shareholding Pattern before and after the preferential issue:-

The Shareholding pattern of the company before and after the proposed preferential issue of 31,40,000 equity shares is given below:

|     | Category of Shareholder                          | Pre-Issue     |       | Post Issue    |       |
|-----|--|---------------|-------|---------------|-------|
|     |  | No. of Shares | %     | No. of Shares | %     |
| (A) | Shareholding of Promoter & Promoters Group:      |               |       |               |       |
|     | (1) Indian                                       |               |       |               |       |
|     | Individuals / HUF                                | 6929555       | 33.13 | 6929555       | 28.81 |
|     | Body Corporate                                   | -             | -     | 714089        | 2.97  |
|     | Sub Total  | 6929555       | 33.13 | 7643644       | 31.78 |
|     | (2) Foreign                                      | -             | -     | -             | -     |
|     | Sub Total  | -             | -     | -             | -     |
|     | Total Shareholding of Promoter & Promoters Group | 6929555       | 33.13 | 7643644       | 31.78 |
| (B) | Public Shareholding:                             |               |       |               |       |
|     | (1) Institutions                                 |               |       |               |       |
|     | Mutual funds/Foreign portfolio investors/FII     | 223919        | 1.07  | 223919        | 0.93  |
|     | Sub Total  | 223919        | 1.07  | 223919        | 0.93  |

| Category of Shareholder  | Pre-Issue     |        | Post Issue    |        |
|--|---------------|--------|---------------|--------|
|  | No. of Shares | %      | No. of Shares | %      |
| (2) Non-Institutions   |               |        |               |        |
| Bodies Corporate   | 1216356       | 5.82   | 1341588       | 5.58   |
| Individuals  | 10539950      | 50.38  | 12708678      | 52.82  |
| Non Resident Indians   | 350411        | 1.68   | 350411        | 1.46   |
| Hindu Undivided Families   | 1645821       | 7.87   | 1704466       | 7.08   |
| Any Others   | 10000         | 0.05   | 83306         | 0.35   |
| Sub Total  | 13762538      | 65.80  | 16188449      | 67.29  |
| Total Public Shareholding (B)  | 13986457      | 66.87  | 16412368      | 68.22  |
| Total (A+B)  | 20916012      | 100.00 | 24056012      | 100.00 |
| (C) Shares held by Custodians & against which Depository Receipts have been issued | -             | -      | -             | -      |
| TOTAL (A+B+C)  | 20916012      | 100.00 | 24056012      | 100.00 |

#### 6. Identity of proposed allottees and their pre & post issue shareholdings:-

The identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees are as follows:

| Names of the Proposed Allottees | Ultimate Beneficial owner | Category     | Pre-Issue Share Holding |     | No. of Shares to be allotted | Post Issue Share holding |      |
|---------------------------------|---------------------------|--------------|-------------------------|-----|------------------------------|--------------------------|------|
|                                 |                           |              | No. of Shares           | %   |                              | No. of Shares            | %    |
| Umesh Rao                       | Umesh Rao                 | Non-Promoter | Nil                     | Nil | 341595                       | 341595                   | 1.42 |
| Varsha Rao                      | Varsha Rao                | Non-Promoter | Nil                     | Nil | 23047                        | 23047                    | 0.10 |
| Mayuree U Rao                   | Mayuree U Rao             | Non-Promoter | Nil                     | Nil | 38656                        | 38656                    | 0.16 |
| Gangothri Farm & Estates        | Umesh Rao                 | Non-Promoter | Nil                     | Nil | 35476                        | 35476                    | 0.15 |
| Rajesh U Lad                    | Rajesh U Lad              | Non-Promoter | Nil                     | Nil | 50547                        | 50547                    | 0.21 |
| Shailaja Shah                   | Shailaja Shah             | Non-Promoter | Nil                     | Nil | 87968                        | 87968                    | 0.37 |
| Sonal Shah                      | Sonal Shah                | Non-Promoter | Nil                     | Nil | 87968                        | 87968                    | 0.37 |
| Deepak Jadhav                   | Deepak Jadhav             | Non-Promoter | Nil                     | Nil | 109960                       | 109960                   | 0.46 |
| Vasant Jadhav                   | Basant Jadhav             | Non-Promoter | Nil                     | Nil | 109960                       | 109960                   | 0.46 |
| Moiz Rajkotwala                 | Mohiz Rajkotwala          | Non-Promoter | Nil                     | Nil | 43984                        | 43984                    | 0.18 |
| Shabbir Rajkotwala              | Shabbir Rajkotwala        | Non-Promoter | Nil                     | Nil | 43984                        | 43984                    | 0.18 |
| K. Shrikanth                    | K. Shrikanth              | Non-Promoter | Nil                     | Nil | 46183                        | 46183                    | 0.19 |
| K. Padmapriya                   | K. Padmapriya             | Non-Promoter | Nil                     | Nil | 67515                        | 67515                    | 0.28 |
| Mohan Raj                       | Mohan Raj                 | Non-Promoter | Nil                     | Nil | 13855                        | 13855                    | 0.06 |
| Nagarajan                       | Nagarajan                 | Non-Promoter | Nil                     | Nil | 5498                         | 5498                     | 0.02 |
| Subedar Pandey                  | Subedar Pandey            | Non-Promoter | Nil                     | Nil | 5498                         | 5498                     | 0.02 |
| Ketan Hewatta                   | Ketan Hewatta             | Non-Promoter | Nil                     | Nil | 2199                         | 2199                     | 0.01 |

| Names of the Proposed Allottees     | Ultimate Beneficial owner   | Category     | Pre-Issue Share Holding |       | No. of Shares to be allotted | Post Issue Share holding |      |
|-------------------------------------|---|--------------|-------------------------|-------|------------------------------|--------------------------|------|
|                                     |   |              | No. of Shares           | %     |                              | No. of Shares            | %    |
| Himanee Murg                        | Himanee Murg  | Non-Promoter | Nil                     | Nil   | 7697                         | 7697                     | 0.03 |
| Seema Prabhu                        | Seema Prabhu  | Non-Promoter | Nil                     | Nil   | 2199                         | 2199                     | 0.01 |
| Abhijit Bhat                        | Abhijit Bhat  | Non-Promoter | Nil                     | Nil   | 4398                         | 4398                     | 0.02 |
| Ratan KumarJha                      | Ratan Kumar Jha   | Non-Promoter | Nil                     | Nil   | 2199                         | 2199                     | 0.01 |
| N.Balambal                          | N.Balambal  | Non-Promoter | 555                     | 0.001 | 12218                        | 12773                    | 0.05 |
| N.Narayanan                         | N.Narayanan   | Non-Promoter | 15594                   | 0.001 | 12218                        | 27812                    | 0.12 |
| N.Valliammai                        | N.Valliammai  | Non-Promoter | Nil                     | Nil   | 12218                        | 12218                    | 0.05 |
| N.Balambigai                        | N.Balambigai  | Non-Promoter | Nil                     | Nil   | 12218                        | 12218                    | 0.05 |
| Teja Sajja                          | Teja Sajja  | Non-Promoter | Nil                     | Nil   | 12218                        | 12218                    | 0.05 |
| Hemant Kumar Gummadi                | Hemant Kumar Gummadi  | Non-Promoter | Nil                     | Nil   | 12218                        | 12218                    | 0.05 |
| Pendyala Rajeswari                  | Pendyala Rajeswari  | Non-Promoter | 1675                    | 0.001 | 12218                        | 13893                    | 0.06 |
| T.Sivasubramanian                   | T.Sivasubramanian   | Non-Promoter | 500                     | 0.001 | 17105                        | 17505                    | 0.06 |
| Meenakshi Mercantile Ltd.           | Meenakshi Mercantile Ltd.   | Non-Promoter | Nil                     | Nil   | 100186                       | 100186                   | 0.41 |
| Sunil Kumar Jhunjhunwala            | Sunil Kumar Jhunjhunwala  | Non-Promoter | Nil                     | Nil   | 25046                        | 25046                    | 0.10 |
| Third Wave Business Aids Pvt Ltd.   | Neeraj Sultania, Manish Sultania, Hari Prashad Bhuania, Priti Bhuania and Sanjay Bhuania                          | Non-Promoter |                         |       | 25046                        | 25046                    | 0.10 |
| K.Sethuramalingam                   | K.Sethuramalingam   | Non-Promoter | Nil                     | Nil   | 45000                        | 45000                    | 0.19 |
| Vandana Pramod                      | Vandana Pramod  | Non-Promoter | Nil                     | Nil   | 25000                        | 25000                    | 0.10 |
| Umamaheswari Janarthanan            | Umamaheswari Janarthanan  | Non-Promoter | Nil                     | Nil   | 25000                        | 25000                    | 0.10 |
| M.Nallathayammal                    | M.Nallathayammal  | Non-Promoter | Nil                     | Nil   | 15000                        | 15000                    | 0.06 |
| Naveen Kumar Vadderla               | Naveen Kumar Vadderla   | Non-Promoter | Nil                     | Nil   | 30000                        | 30000                    | 0.12 |
| Vidhya Rani Potineni                | VindhyaRani Potineni  | Non-Promoter | Nil                     | Nil   | 150000                       | 150000                   | 0.62 |
| Tarbir Shahpuri                     | Tarbir Shahpuri   | Non-Promoter | 480000                  | 2.29  | 195484                       | 675484                   | 2.81 |
| Venkatesh Subramanian HUF           | Venkat Subramanian  | Non-Promoter | 2695                    | 0.001 | 58645                        | 61340                    | 0.25 |
| Saroj Shyamsunder Chandak           | Saroj Shyamsunder Chandak   | Non-Promoter | Nil                     | Nil   | 48871                        | 48871                    | 0.20 |
| MB Athreya                          | MB Athreya  | Non-Promoter | Nil                     | Nil   | 21992                        | 21992                    | 0.09 |
| Rajiv Agarwal                       | Rajiv Agarwal   | Non-Promoter | Nil                     | Nil   | 24436                        | 24436                    | 0.10 |
| Arati Babubhai Patel Pvt. Trust     | Managing Trustee is M/s. Kotak Mahindra Trusteeship Services Pvt Ltd and Co Trustee is Darshanbhai Naranbhi Patel | Non-Promoter | Nil                     | Nil   | 36653                        | 36653                    | 0.15 |
| Bhavna Darshanbhai Patel Pvt. Trust | Managing Trustee is M/s. otak Mahindra Trusteeship Services Pvt Ltd and Co Trustee is Darshanbhai Naranbhi Patel  | Non-Promoter | Nil                     | Nil   | 36653                        | 36653                    | 0.15 |
| Darshankumar Naranbhai Patel        | Darshankumar Naranbhai Patel  | Non-Promoter | Nil                     | Nil   | 48871                        | 48871                    | 0.20 |

| Names of the Proposed Allottees      | Ultimate Beneficial owner                | Category       | Pre-Issue Share Holding |      | No. of Shares to be allotted | Post Issue Share holding |       |
|--------------------------------------|--|----------------|-------------------------|------|------------------------------|--------------------------|-------|
|                                      |  |                | No. of Shares           | %    |                              | No. of Shares            | %     |
| Janki Darshanbhai Patel              | Janki Darshanbhai Patel                  | Non-Promoter   | Nil                     | Nil  | 24436                        | 24436                    | 0.10  |
| Dignesh Pramukhbhai Patel            | Dignesh Pramukhbhai Patel                | Non-Promoter   | Nil                     | Nil  | 48871                        | 48871                    | 0.20  |
| Nikhil Vora                          | Nikhil Vora                              | Non-Promoter   | Nil                     | Nil  | 48871                        | 48871                    | 0.20  |
| Shashank Arya                        | Shashank Arya                            | Non-Promoter   | 36145                   | 0.17 | 39097                        | 75242                    | 0.31  |
| Aashish Kumar Jalan                  | Aashish Kumar Jalan                      | Non-Promoter   | Nil                     | Nil  | 61089                        | 61089                    | 0.25  |
| Nimisha Kataruka                     | Nimisha Kataruka                         | Non-Promoter   | Nil                     | Nil  | 58645                        | 58645                    | 0.24  |
| Foundation Outsourcing India Pvt Ltd | Keshav Kantamneni, Srinivasan Sethuraman | Promoter Group | Nil                     | Nil  | 714089                       | 714089                   | 2.97  |
|                                      | Grand Total ⇨                            |                | 537164                  | 2.57 | 3140000                      | 3677164                  | 15.28 |

#### 7. Lock – in - period:-

The shares to be allotted on preferential basis shall be subject to lock-in as per SEBI (ICDR) Regulations, 2009. The entire pre-preferential allotment shareholding of the above allottee shall be locked-in from the Relevant Date upto the period of 6 months from the date of Trading Approval as per the Regulations 78(6) of the SEBI (ICDR) Regulations, 2009.

#### 8. Proposed time within which the allotment shall be completed:-

The Company shall complete the allotment in terms of the Resolution set out in the accompanying notice within 15 days from the date of Extra Ordinary General Meeting or where the allotment on preferential basis requires any approval by any regulatory authority or Central Government, the allotment of shares shall be completed within 15 days from the date of such approval.

#### 9. Auditor's Certificate

M/s. C. Ramasamy & B. Srinivasan, Chartered Accountants, the Statutory Auditors of the Company, have certified that the said preferential issue is in accordance with the requirements contained in the SEBI Regulations and Guidelines and the said Certificate along with Memorandum & Articles of Association of the Company, Valuation report of M/s Vector Projects (India) Private Limited, Mumbai and other documents referred to in the proposed resolutions and in the Explanatory Statements are open for inspection at the Registered Office of the Company on any working day except Public Holidays, Saturdays and Sundays between 3.00 p.m. and 5.00 p.m. upto the date of the passing of resolutions .

#### 10. Change in control:

The present preferential issue and allotment of equity shares are being made to promoters, non promoters on collective and simultaneous basis and it would not result in any change in control over the company or the management of affairs of the company.

#### 11. Undertakings

- The Company undertakes to re-compute the price of the equity shares issued in terms of the preferential allotment under this resolution in terms of the ICDR Regulations where it is required to do so.
- The Company undertakes that if the amount payable on account of re-computation of price is not paid within the time stipulated in the ICDR Regulations, the specified equity shares shall continue to be locked-in till the time such amount is paid by the allottees.

Further the company had obtained the PAN, Demat account Number and other KYC documents of the proposed allottees. Furthermore, as per Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to securities on a private placement basis, is required to obtain the prior approval of the Shareholders by way of a Special Resolution, for each of the offers and invitations. The approval of the Members is accordingly being sought by way of a Special Resolution under Sections 42 and 62 of the Companies Act, 2013 read with the rules made there under, for the issue of 31,40,000 Equity Shares aggregating an amount not exceeding Rs.64,25,06,800/- (Rupees Sixty four crores Twenty five lacs six thousand eight only) and to offer and allot such Equity Shares on a private placement basis.

**Memorandum of interest:-**

None of the Directors / KMP and their relatives is interested except Mr. Keshav Kantamneni & Mr. Srinivasan Sethuraman in the above resolutions.

The above proposed transaction(s), if construed as related party transaction(s) under any applicable law(s) then approval of the members for the above proposed resolution will be deemed to be obtained for the said transaction(s) without being required to seek any further consent or approval from Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Your Directors recommend the resolution for your approval.

**Item No. 9**

As per the Section 186 of the Companies Act, 2013 (The Act) read with the Companies (Meetings of Board and its Power) Rules, 2014 (The Rules) which deals with investment in the securities of any other body corporate requires prior approval of the Members by way of a Special Resolution for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate other than a wholly owned subsidiary, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium, whichever is higher.

As per the audited financial statement of 31st March, 2016 the aggregate of the total paid up capital and free reserves (excluding revaluation reserve) is Rs.45.70 crores and the board of directors of the company at its meeting held on 31st August, 2016 had discussed, and approved and planned to acquire the 100% of the equity share capital of M/s Vector Projects (I) Private Limited, Mumbai one of the India's leading architectural design and turnkey interior solution providers – for a cash and share consideration of Rs.64.12 crores. Further it was decided that the said consideration will be funded by way of stock swap and through cash pay out to the shareholders of the said company as stated in the notice calling this meeting. Hence considering the proposed investments to be made in the said company and the total of the paid up capital and free reserves of the company, the prior approval of the shareholders of the company is required by way of special resolution. Hence the said resolution is placed before the members for their consideration. The proposed acquisition of equity share capital of M/s Vector Projects (India) Private Limited, Mumbai shall be by way of acquisition of shares from the existing shareholders of the said company. With proposed 100% acquisition of equity capital of M/s Vector Projects (India) Private Limited, Mumbai, the said company shall become a subsidiary company of your company.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.