S.R. Industries Limited

BSE Scrip Code: 513515 ISIN: INE329C01011 CIN: L29246PB1989PLC009531
Reg. Office: E-217, Industrial Area, Phase 8B Mohali, Punjab-160055
Phone: +91 172 4602888. Email: www.srfootwears.com

CORRIGENDUM TO AGM NOTICE

Corrigendum to Notice of Annual General Meeting of the Members of the Company to be held on Monday, the 18th day of September, 2017 at 09:00 A.M. at the registered office of the company at E-217, Industrial Area, Phase 8B, Mohali, Punjab to transact various Business including Item No. 4 and Item No. 5. This Corrigendum is issued in continuation of and should be read in conjunction with the Original Notice of AGM dated August 10, 2017 which was dispatched to the Shareholders on August 24th, 2017.

Item no. 4: Preferential Issue of Compulsorily Convertible Debentures:

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

"RESOLVED THAT pursuant to the provisions of Section 42, 62(1)(c), and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any re-enactment(s) or modification(s), thereof for the time being in force) (the "**Act**"); and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended ("**SEBI ICDR Regulations**"); the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations,2011, as amended (the "**Takeover Regulations**"); Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended (the "**LODR Regulations**"); the Foreign Exchange Management Act, 1999 ("**FEMA**"), as amended, including the Foreign Exchange Management (Transfer or Issue of Security by a person resident outside India) Regulations, 2000, as amended and in accordance with the Foreign Direct Investment Policy (FDI Policy) read with the circulars, rules, regulations, notifications and guidelines issued under FEMA (including any reenactment(s) or modification(s), thereof for the time being in force) and any other Rules/ Regulations/ Guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges and/or any other statutory / regulatory authority whether in India or abroad, the Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and 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 which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot on a preferential basis, from time to time, in one or more tranches, up to 60,00,000 (Sixty Lacs) Compulsorily Convertible Debentures (CCD's) of face value of INR 10/- (Rupees Ten Only) each at par, for an aggregate amount of upto INR 6,00,00,000 (Rupees Six Crore only), including the accumulated amount of interest upto the date of conversion and on such terms and conditions as may be decided by the Board at the time of issue or

allotment, by way of preferential allotment on private placement basis and to issue such number of equity shares as may be required to be issued upon conversion of the CCDs allotted pursuant to this resolution and on the accumulated interest or as may be necessary in accordance with the terms of the offering, to the following investors (hereinafter collectively referred to as the "Proposed Allottees") by way of preferential offer:

S. No.	Name of Investor	No of CCDs	Consideration (INR)	Consideration (including interest) (INR)	No. of Equity Shares upon conversion (including conversion of interest on CCDs)
1	Moolibai M Rakhecha	50,000	500,000	625,000	62,500
2	Rohit R Golecha	100,000	1,000,000	1,250,000	125,000
3	V Rajkumari	250,000	2,500,000	3,125,000	312,500
4	V Namratha	100,000	1,000,000	1,250,000	125,000
5	Manju Bansal	75,000	750,000	937,500	93,750
6	N Sudhir	75,000	750,000	937,500	93,750
7	C Saravanan	75,000	750,000	937,500	93,750
8	Abhijit Chokshi	75,000	750,000	937,500	93,750
9	S S Seema	100,000	1,000,000	1,250,000	125,000
10	Harish Pande & Usha Pande	50,000	500,000	625,000	62,500
11	Amit Gunchandra Mehta	75,000	750,000	937,500	93,750
12	Om Prakash Bhagat	50,000	500,000	625,000	62,500
13	Payal T Shrivastava	100,000	1,000,000	1,250,000	125,000
14	Nikhil Jain	75,000	750,000	937,500	93,750
15	The Coronation Castles Pvt Ltd	50,000	500,000	625,000	62,500
16	Rakesh Choudhari HUF	100,000	1,000,000	1,250,000	125,000
17	Anita H Jain	250,000	2,500,000	3,125,000	312,500
18	Deepak Kumar Badalia	50,000	500,000	625,000	62,500
19	Shashi Khattar	100,000	1,000,000	1,250,000	125,000
20	Anurag Atal	50,000	500,000	625,000	62,500
21	Rakesh Shah	50,000	500,000	625,000	62,500
22	Shah Manish Mangilal HUF	150,000	1,500,000	1,875,000	187,500
23	Gita Kirti Ambani	900,000	9,000,000	11,250,000	1,125,000

24	Preetal Nimesh Dedhia	50,000	500,000	625,000	62,500
25	Rachana Mitesh Gala	100,000	1,000,000	1,250,000	125,000
26	Aum Sarvagya Partners	800,000	8,000,000	10,000,000	1,000,000
27	Ajinkya Mercantile Pvt. Ltd.	100,000	1,000,000	1,250,000	125,000
28	Arati J Parmar	150,000	1,500,000	1,875,000	187,500
29	Om Prakash Chugh	150,000	1,500,000	1,875,000	187,500
30	Urvi Nimesh Chitalia	150,000	1,500,000	1,875,000	187,500
31	Urvi Hemal Shah	100,000	1,000,000	1,250,000	125,000
32	Aartie Sunil Anandpara	100,000	1,000,000	1,250,000	125,000
33	Kamini Jayesh Shah	50,000	500,000	625,000	62,500
34	Nimesh Kampani	50,000	500,000	625,000	62,500
35	Kunal Vakharia	50,000	500,000	625,000	62,500
	Total	**4,800,000**	**48,000,000**	**60,000,000**	**6,000,000**

RESOLVED FURTHER THAT each CCD shall carry a coupon rate of twenty percent (20%) per annum with monthly compounding ("CCD Interest Rate") grossed up of all withholding taxes, payable on the Conversion Date ("accumulated interest").

RESOLVED FURTHER THAT the CCDs shall have such terms and conditions as may be decided by the Board in its absolute discretion, including the following terms and conditions:

a) The above CCDs shall be unsecured;

b) Each CCD, including the accumulated interest as on the Conversion Date (''CCD Rights'') shall be convertible into one Equity Share of the Company of face value of INR 10 (Rupees Ten) each. It is clarified that the accumulated interest would be converted at INR 10 (Rupees Ten) each or at price determined in accordance with the ICDR Regulations. Any fractional shares arising on conversion will be ignored;

c) The holders of CCDs shall have the right to convert each CCD Rights into one equity share at any time prior to the completion of 15 months from the date of allotment of such CCD;

d) The CCD Rights shall be compulsorily convertible into Equity Shares on the date of expiry of 15 months from the date of allotment of the CCDs;

e) The rights as a shareholder shall be conferred upon the CCD holder only on allotment of Equity Shares to such CCD holder consequent to conversion of such CCD Rights;

f) The number of Equity Shares that each CCD converts into and the price per Equity Share upon conversion of such CCD Rights shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, split, consolidation, merger, demerger, transfer of undertaking, sale of business division, reduction of capital or any such capital or corporate re-structuring and CCD holder shall be entitled to any future bonus / rights issue of Equity Shares or securities by the Company in the same proportion and manner as any other equity shareholder of the Company for the time being, would be entitled, except the right to receive dividend till such CCDs are not converted into Equity Shares; and

g) The new Equity Shares issued and allotted on conversion of CCD Rights shall be in dematerialized form and shall rank pari passu in all respects with the existing issued and subscribed equity capital of the Company including right to receive dividend and vote. These Equity Shares will be listed on the stock exchanges where the Equity Shares of the Company are listed.

RESOLVED FURTHER that the consent of the Company be and is hereby accorded to the Board for issuance and allotment of such number of equity shares having the face value of Rs. 10 (Rupees Ten) each as may be required to be issued and allotted upon the conversion of the CCDs allotted pursuant to the above resolution or as may be necessary in accordance with the terms of the offering of CCDs to the Proposed Allottees and all such Equity Shares that are being allotted shall rank pari passu with the then existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT as per ICDR Regulations the "Relevant Date" for the purpose of determining the issue price of Equity Shares to be issued upon conversion of CCDs, being the date 30 (thirty) days prior to the date of this Annual General Meeting, is August 18, 2017. (The Relevant Date falls on August 19, 2017, Saturday i.e. weekend, hence the Company has taken August 18, 2017 as Relevant Date, preceding the date of weekend).

RESOLVED FURTHER THAT in accordance with the Regulation 74(1) of the ICDR Regulations the CCDs shall be allotted within a period of 15 days from the date of passing of this resolution, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT the equity shares proposed to be allotted to the Proposed Allottee upon conversion of the CCD Rights, be listed on BSE and that the Board be and is hereby authorised to make the necessary applications and to take all other steps as may be necessary for and in connection with the listing of the equity shares proposed to be allotted to the Proposed Allottee upon conversion of the CCD Rights and for the admission of the equity shares with the depositories, viz. National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**"), and for the credit of such equity shares allotted upon conversion of the CCD Rights to the demat account of the Proposed Allottee.

RESOLVED FURTHER that the Common Seal of the Company, if required to be affixed on any agreement, undertaking, deed or other document, be affixed in the presence of any two directors of the Company or any one director and secretary or any other person as may be authorised by the Board in accordance with the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors or Committee thereof, be and are hereby authorized to determine size of each tranche(s), rights entitlement ratio, timing of the offer and various other matters in respect thereof, and to settle any question, doubt or difficulty which may arise in regard to the offers or allotment.

RESOLVED FURTHER THAT subject to applicable Law, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may be deemed necessary, proper or desirable for the purpose of giving effect to the above resolution, including but not limited to execution of various deeds, documents, writings, agreements, and also to modify, accept and give effect to any modifications therein and the terms and conditions of the issue, as may be required by the statutory, regulatory and other appropriate authorities and to settle all queries or doubts that may arise in the proposed issue, without being required to seek any further consent or approval of the Members, delegate, all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or Officer(s) of the

Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolution.

RESOLVED FURTHER THAT subject to applicable laws, the Board be and is hereby also authorized to delegate, all or any of the powers herein conferred, to any Director(s) or Officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the aforesaid resolution.

Item no. 5: Issuance and Allotment of 15,00,000/- Warrants (''CCW'') on Preferential Basis:

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

"**RESOLVED THAT**, pursuant to the provisions of Sections 42, 62 and other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "ICDR Regulations"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"), any other applicable law or laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and enabling provisions in the Memorandum of Association and Articles of Association of the Company and subject to necessary approvals / sanctions / permissions of appropriate authority / regulatory authorities, if applicable, and subject to such conditions as may be stipulated by any of them while granting such approvals / sanctions / permissions, and which may be agreed 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 may constitute to exercise the powers conferred on the Board by this resolution), consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot 15,00,000 (Fifteen Lacs) Warrants ("CCW") convertible into 15,00,000 (Fifteen Lacs) Equity Shares having the face value of Rs. 10/- (Rupees Ten) each, for cash consideration, at a price of Rs.10/- per CCW, in one or more tranches and on such terms and conditions as may be decided and deemed appropriate in its sole discretion by the Board at the time of issue or allotment, to the investor, KDA Corporate Advisors LLP ("Proposed CCW Allottee") by way of preferential allotment on private placement basis.

RESOLVED FURTHER that the Proposed CCW Allottee shall make payment of Rs. 2.5 per CCW, on application and balance amount of Rs. 7.50 per CCW, shall be payable at the time of conversion of the CCW into Equity Shares of the Company within a period of 15 months. In the event, the Proposed CCW Allottee fails to make payment of the balance amount of Rs. 7.50 per CCW at the time of conversion of the CCW into Equity Shares, the amount already paid by them on application shall stand forfeited, the CCW shall expire and no equity shares shall be issued in lieu of such CCW."

RESOLVED FURTHER that in accordance with the Regulation 75 of the ICDR Regulations and the terms of CCW, each CCW shall be convertible at any time on or before 15 months from the date of allotment at the option of the Proposed CCW Allottee on payment of the balance consideration of Rs. 7.5 (Rupees Seven and paise Fifty) per CCW and upon such conversion the Proposed CCW Allottee shall be entitled to be allotted one Equity Share of the Company having face value of Rs. 10 (Rupees Ten) for each CCW held by the Proposed Allottee.

RESOLVED FURTHER that the consent of the Company be and is hereby accorded to the Board for issuance and allotment of upto 15,00,000 (Fifteen Lakhs) Equity Shares having the face value of Rs. 10 (Rupees Ten)

each as may be required to be issued and allotted upon the conversion of the CCW allotted pursuant to the above resolution or as may be necessary in accordance with the terms of the offering of CCW to the Proposed CCW Allottee and all such Equity Shares that are being allotted shall rank *pari passu* with the then existing Equity Shares of the Company in all respects.

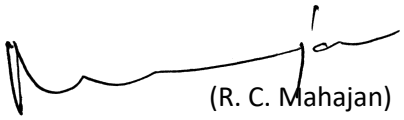
RESOLVED FURTHER that as per the ICDR Regulations, the "**Relevant Date**" for the purpose of determining the price at which the CCW shall be, convertible into Equity Shares of the Company, shall be**,** the date which is 30 days prior to the date of this Annual General Meeting, is August 18, 2017. (The Relevant Date falls on August 19, 2017, Saturday i.e. weekend, hence the Company has taken August 18, 2017 as Relevant Date, preceding the date of weekend).

RESOLVED FURTHER that the Equity Shares having face value of Rs. 10 (Rupees Ten) each proposed to be allotted to the Proposed CCW Allottee, upon conversion of the CCWs, be listed on the BSE Limited, and that the Board be and is hereby authorised to make the necessary applications and to take all other steps as may be necessary for and in connection with the listing of such Equity Shares proposed to be allotted to the Proposed CCW Allottee, upon conversion of the CCW, and for the admission of the CCW and Equity Shares with the depositories, viz. NSDL & CDSL, and for the credit of the CCW and Equity Shares allotted, upon conversion of the CCW, to the Proposed CCW Allottee's dematerialized securities account.

RESOLVED FURTHER that the Common Seal of the Company, if required to be affixed on any agreement, undertaking, deed or other document, be affixed in the presence of any two directors of the Company or any one director and secretary or any other person as may be authorised by the Board in accordance with the Articles of Association of the Company.

RESOLVED FURTHER that, subject to applicable law, the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary or desirable for the purpose of giving effect to the above resolutions, delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions."

For and on behalf of the Board



(R. C. Mahajan)
Managing Director
DIN : 00038661

Place: Mohali
Date: September 7th, 2017
Regd. Office:
E-217, Industrial Area,
Phase VIII B, Mohali

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

Item No. 4

The Company has incurred losses in business during the last couple of years however, the Company is now experiencing growth with new opportunities by virtue of change in business environment. Capital commitment is the essential driver for growth in this dynamic environment but the Company has been facing liquidity crunch. With a view to tide over the issue, Company needs infusion of funds. To augment the growth and improve the Financial Performance, the Promoters have taken various steps including diluting their shareholding and ploughing back the money into the Company. The Company further propose to create, offer, issue and allot upto a maximum of 60,00,000 Equity Shares having face value of INR 10 each at par, on conversion of the Compulsory Convertible Debentures (CCD's) including accumulated interest thereon, for an aggregate amount of upto INR 6 crores (Rupees Six Crores only) to the Proposed Allottee. The tenure of the CCDs shall not exceed 15 (Fifteen) months from the date of their allotment.

In terms of the provisions of Section 71 read with Section 42 and 62 of the Companies Act, 2013 and Rules made thereunder (the "Act"), and Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "SEBI (ICDR) Regulations"), as amended, a company can undertake preferential allotment only after obtaining prior approval of the shareholders by way of special resolution on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations.

1.The object of the issue through preferential offer:

The proceeds of the issue shall be utilized for improving Financial Performance, working capital, augment growth and for other General Corporate Purpose.

2.The proposal of the promoters, Directors or Key Managerial Personnel's of the Issuer to subscribe to the offer: None of them are subscribing the offer.

3.Total number of Securities to be issued and Basis of Price: 48,00,000 CCDs having face value of INR 10 (Indian Rupees Ten Only) each at par, for an aggregate amount of up to INR 600,00,000 including accumulated interest. Throughout the term of the CCDs until conversion, each CCD shall carry a coupon rate of [Twenty] percent (20%) per annum and payable on the Conversion Date and convertible into equity shares on the Conversion Date.

The CCDs shall convert into 1 (one) fully paid-up equity shares of the Company and the amount of accumulated interest shall be converted into such number of equity shares of the Company arrived at by dividing the amount of accumulated interest at Rs. 10 or, at prices determined in accordance with the ICDR Regulations.

4.Relevant Date:

The "Relevant Date" in terms of Regulation 71 of the ICDR Regulations for determination of minimum price is August 18, 2017. (The Relevant Date falls on August 19, 2017, Saturday i.e. weekend, being a date, which is 30 (Thirty) days prior to the date of Annual General Meeting, hence the Company has taken August 18, 2017 as Relevant Date, preceding the date of weekend).

5.Class or classes of persons to whom allotment is proposed to be made:

The allotment is proposed to be made to the Proposed Allottees as mentioned at point no. 8 below.

6. Shareholding Pattern before Issue and after Issue:

Category of Shareholders		Pre-Preferential Allotment		Post Preferential Allotment**	
		No of Shares	**% of shareholding**	**No of Shares**	**% of shareholding**
(A)	**Promoter and Promoter Group**				
1	**Indian**				
(a)	Individuals/ Hindu Undivided Family	2923913	21.01	2923913	13.65
(b)	Bodies Corporate	965352	6.94	965352	4.51
	Sub Total(A)(1)	**3889265**	**27.95**	**3889265**	**18.16**
2	**Foreign**				
A	Individuals (Non-Residents Individuals/ Foreign Individuals)	-	-		
B	Bodies Corporate	-	-		
	Sub Total(A)(2)	-	-		
	Total Shareholding of Promoter and Promoter Group (A)	**3889265**	**27.95**	**3889265**	**18.16**
(B)	**Public Shareholding**				
1	**Institutions**				
(a)	Mutual Funds/ UTI	-	-		
(b)	Financial Institutions / Banks	-	-		
(c)	Central Government/ State Government(s)	-	-		
(d)	Venture Capital Funds	-	-		
(e)	Insurance Companies	-	-		
(f)	Foreign Institutional Investors	-	-		
(g)	Foreign Venture Capital Investors	-	-		

(h)	Qualified Foreign Investor	-	-		
(i)	Any Other (specify)	-	-		
	Sub-Total (B)(1)	-	-		
2	**Non-Institutions**				
(a)	Bodies Corporate (i) Indian (ii) Overseas	1317110 -	9.46 -	3004610	14.03
(b)	Individuals				
I	Individual shareholders holding nominal share capital up to Rs 1 lakh	4312744	30.99	4312744	20.13
II	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	3365867	24.19	8865867	41.40
(c)	Any Other (specify) (i) Non- resident Indians	47446	0.34	47446	0.22
	(ii) HUF	354225	2.55	666725	3.11
	(ii) Clearing member	629343	4.52	629343	2.94
	(iii) Others (Trust)	-	-		
	Sub-Total (B)(2)	**10026735**	**72.05**	**17526735**	**81.84**
	Total Public Shareholding (B)	**10026735**	**72.05**	**17526735**	**81.84**
	TOTAL (A)+(B)	**13916000**	**100**	**21416000**	**100**
(C) 1	**Shares held by Custodians and against which Depository Receipts have been issued** Promoter and Promoter Group	-	-		
2	Public	-	-		
	Total (C)	-	-		
	GRAND TOTAL (A)+(B)+(C)	**13916000**	**100**	**21416000**	**100**

** As per the Register of Members of the Company.*

** * The post issue shareholding percentage is arrived after considering all the preferential allotments proposed to be made under this notice and on fully diluted basis and following assumptions have been made:*

1) *Upto 48,00,000 CCDs to be issued and allotted for Rs. 10 (for rounding of purposes).*
2) *All the CCDs would be converted on the last day of the 15 months from the issue*
3) *Full conversion of the CCDs including interest accumulated on Conversion Date into 60,00,000 equity share of the Company at a conversion price of INR 10 per Share.*
4) *Full conversion of CCWs into 15,00,000 equity share of the Company at a conversion price of INR 10 per share.*

Therefore, the post issue paid-up capital of the Company is subject to alterations on account of (i) conversion of actual number of CCDs, into Equity Shares (Resolution no. 4); and (ii) conversion of actual number of CCWs into Equity Shares (Resolution no. 5). Consequently, the post-issue shareholding percentage mentioned above may stand altered.

7.The proposed time within which the preferential issue shall be completed:

The allotment of CCDs shall be completed within a period of 15 days from the date of passing of resolution by the shareholders provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval.

8.Particulars of proposed allottees and identity of natural person who are the ultimate beneficial owner of CCDs proposed to be allotted and/or who ultimately control the proposed allottee, the percentage of the post preferential issue capital that may be held by them and the changes in control, if any, in the issuer consequent to the preferential issue:

S. No.	Name and address and PAN of the Proposed Allotttees	Natural person who are the Ultimate Beneficial Owner/who control the Proposed Allottees	Pre-Issue % shareholding		Post Issue % Shareholding*		Change in Control if any, in the Issuer consequent to Preferential Issue
			No of Shares	% Holding	No of Shares	% Holding	
1	Moolibai M Rakhecha Flat No. 3B, Sindur Sunshine Apartment 8 to 12 Baljour Road, Kilpauk, Chennai 600010 PAN: AHOPR5093F	NA	NIL	NIL	62,500	0.29	No
2	Rohit R Golecha 402/502 Matoshree Apartment, 196 Andheri Kurla Road, Andheri (E), Mumbai 400069 PAN: AKKPG5765G	NA	NIL	NIL	125,000	0.58	No
3	V Rajkumari No. 11 Railway Station Road, Alandur Chennai 600016 PAN: AACPR9845G	NA	NIL	NIL	312,500	1.46	No

4	V Namratha No. 11 Railway Station Road, Alandur Chennai 600016 PAN: AQZPN8519L	NA	NIL	NIL	125,000	0.58	No
5	Manju Bansal R/0 66, Bank Vihar Road No. 42, Pitampura Delhi 110034 PAN: AENPB6442A	NA	NIL	NIL	93,750	0.44	No
6	N Sudhir Old No. 13, New No 40 Letangs Road, Vepery, Chennai 600007 PAN: AAGPG2493M	NA	NIL	NIL	93,750	0.44	No
7	C Saravanan Old No. 13, New No 40 Letangs Road, Vepery, Chennai 600007 PAN: AMJPS6518G	NA	NIL	NIL	93,750	0.44	No
8	Abhijit Chokshi C102/103 Yesh Krupa Shimpoli, Chikoowadi Borivali (W) Mumbai 400092 PAN: AILPC7935K	NA	70,000	0.50	1,63,750	0.76	No
9	S S Seema 1B TVH Akhiraa 18 Bawa Road, Alwarpet, Chennai 600018 PAN: AAFPP5124K	NA	NIL	NIL	125,000	0.58	No
10	Harish Pande & Usha Pande 7349 Sector D-7 Vasant Kunj, New Delhi 110070 PAN: AAFPP1715J	NA	NIL	NIL	62,500	0.29	No
11	Amit Gunchandra Mehta 502 Meera Apartments East Avenue Road Santacruz West Mumbai 400054 PAN: AAAPM6965A	NA	NIL	NIL	93,750	0.44	No

12	Om Prakash Bhagat Nagarmal Shankerlal, 2nd Floor, Shop No. S 9/10 Khetan Super Market, BM Road, Patna 800004 PAN: AEXPB6910P	NA	NIL	NIL	62,500	0.29	No
13	Payal T Shrivastava B/201 Marvel Ritz Tupe Patil Road Hadapsar Pune 411028 PAN: AUBPS8749M	NA	NIL	NIL	125,000	0.58	No
14	Nikhil Jain 103/105 Poonamalee High Road, 5-A Brooklyn Business Centre Purasawalkam Chennai 600084 PAN: AIPPJ6040G	NA	NIL	NIL	93,750	0.44	No
15	The Coronation Castles Pvt Ltd 188, Tagore Nagar Hiran Magri, Sector-4 Udaipur Rajasthan 313002 PAN: AAECT1660Q	Mohan Lal Nagda, Dr. P. C. Bhandari & Sons HUF, Bhagwat Singh Rathore, Ashish Jain, Nirmal Kumar Jain HUF	NIL	NIL	62,500	0.29	No
16	Rakesh Choudhari HUF 1-D, Malabar Apts, Napeansea Road, Mumbai 400036 PAN: AARHR9976B	Rakesh Choudhari	NIL	NIL	125,000	0.58	No
17	Anita H Jain 302 3rd Floor Copper Castle Jinabhai Mulji Rathod Marg Near Dongri Bridge Mazgaon Mumbai 400010 PAN: ANUPJ0283H	NA	30,000	0.22	342,500	1.60	No
18	Deepak Kumar Badalia 39/1F Panditiya Road, Vaishnawi Niwas Flat 4A Kolkata 700029 PAN: AETPB3126M	NA	NIL	NIL	62,500	0.29	No
19	Shashi Khattar B1702 Golden Willows, Opp NES School, Agarwal Road, Mulund West Mumbai 400080 PAN: AAPPK3538E	NA	NIL	NIL	125,000	0.58	No

20	Anurag Atal F4 A Wing Sea Beach View Kadeshwari Mandir Marg Near Mt Mary Steps Bandra (W) Mumbai 400050 PAN: APCPA0423K	NA	NIL	NIL	62,500	0.29	No
21	Rakesh Shah 103 Shree Puri Tower, Soniwadi Shimpoli, Borivali (W) Mumbai 400092 PAN: AAOPS2644G	NA	NIL	NIL	62,500	0.29	No
22	Shah Manish Mangilal HUF A 301 Shiv Kesar Baptista Road Vile Parle (W) Mumbai 400056 PAN: AAIHS4412G	Manish Mangilal Shah, Karta	NIL	NIL	187,500	0.88	No
23	Gita Kirti Ambani A162, Twin Towers, Prabhadevi, Mumbai 400025 PAN: AADPA5911H	NA	NIL	NIL	1,125,000	5.25	No
24	Preetal Nimesh Dedhia 102, Ashadeep, Azad Road, Andheri East, Mumbai 400069 PAN: AMSPS3738D	NA	NIL	NIL	62,500	0.29	No
25	Rachana Mitesh Gala 2 Vallabh Apartments, Joshi Lane, Tilak Road, Ghatkopar East Mumbai 400077 PAN: ACVPV1008N	NA	NIL	NIL	125,000	0.58	No
26	Aum Sarvagya Partners Dimensional Avenue Business Centre B-401 Unit No. 42, 4th Floor Wasudev Chambers Old Nagardas Road Andheri (E) Mumbai 400069 PAN: ABJFA1604Q	Udayan S Gadakh & Rahul A Pawar	NIL	NIL	1,000,000	4.67	No
27	Ajinkya Mercantile Pvt. Ltd. 43, 1st Floor, Great Western Building Fort Mumbai 400001 PAN: AAHCA5502B	Digambar K Kale & Shobha D Kale	NIL	NIL	125,000	0.58	No

28	Arati J Parmar 101 Riddhi Siddhi Apartments, Off MG Road, Kandivali (E), Mumbai 400067 PAN: AFEPS0982E	NA	NIL	NIL	187,500	0.88	No
29	Om Prakash Chugh B-1/552 Janakpuri New Delhi 110058 PAN: AAIPC3316K	NA	NIL	NIL	187,500	0.88	No
30	Urvi Nimesh Chitalia B-134 Sita Sadan CHS Ltd. Opp Dev Nagar New Sai Baba Nagar Kandivali (W) Mumbai 400067 PAN: AGNPC4062D	NA	NIL	NIL	187,500	0.88	No
31	Urvi Hemal Shah 1101 Sunrise Tower Near Adukia School Ram Gally Kandivali (W) Mumbai 400067 PAN: BNUPS8839M	NA	NIL	NIL	125,000	0.58	No
32	Aartie Sunil Anandpara 1802 Samarpan Royal CHS Ltd, Near Cable Corporation of India Off WE Highway Borivali (E) Mumbai 400066 PAN: AFKPA2971B	NA	NIL	NIL	125,000	0.58	No
33	Kamini Jayesh Shah PLOT No. 138 R. No. 1 Road No. 9 Jawahar Nagar Goregaon (W) Mumbai 400104 PAN: ABHPS5213M	NA	NIL	NIL	62,500	0.29	No
34	Nimesh Kampani 301/746 Shrinivas Jehangir Vimadlal Road Dadar Parsi Colony Dadar (E) Mumbai 400014 PAN: AHCPK8759R	NA	NIL	NIL	62,500	0.29	No
35	Kunal Vakharia 402, Aekveera Regency, Shankar Lane, Kandivali (W) Mumbai 400067 PAN: AEFPV8725A	NA	NIL	NIL	62,500	0.29	No

**The post issue share holding percentage is arrived after considering all the preferential allotments proposed to be made under this notice and on fully diluted basis.*

Therefore, the post issue paid-up capital of the Company is subject to alterations on account of (i) conversion of actual number of CCDs into Equity Shares (Resolution no. 4); and (ii) conversion of actual number of CCWs into Equity Shares (Resolution no. 5). Consequently, the post-issue shareholding percentage mentioned above may stand altered.

1.Auditor Certificate: A copy of the certificate from the Statutory Auditors of the Company certifying that the above issue of CCDs is being made in accordance with the SEBI ICDR Regulations shall be placed before the shareholders at the AGM and will also be open for inspection by the members at the Registered Office of the Company between 11:00 a.m. and 4.00 p.m. on all working days, other than Saturday and Sunday, up to the date of the AGM.

2.Lock-in:

i) The CCDs and the Equity Shares allotted on conversion of CCDs shall be subject to lock-in as per the SEBI ICDR Regulation.

ii)The entire pre-preferential shareholding of the above allottees, if any, shall be locked-in from the Relevant Date up to the period of 6 months from the date of trading approval as per Regulation 78(6) of the SEBI ICDR Regulations.

3.The Company undertakes that if required, the price shall be re-computed in terms of the provisions of the SEBI ICDR Regulations. If the amount payable upon the re-computation is not paid within the stipulated time as mentioned in the SEBI ICDR Regulations, the specified securities shall continue to be locked-in till such amount is payable by the allottees.

4.The Board at its meeting held on August 10, 2017 has approved the issue and allotment of CCDs on preferential basis in the manner stated here in above, subject to any modifications or amendment to the terms by the Committee Constituted.

5.Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members. Pursuant to the provisions of Section 62 of the Companies Act, 2013 and Regulation 72(1)(a) of SEBI ICDR Regulations, the above preferential issue requires the approval of shareholders by way of Special Resolution. The Board recommends the resolution as set out in the accompanying notice for the approval of members as a Special Resolution.

None of the Directors or the Key Managerial Personnel or their relatives are in any way interested financially or otherwise in this Resolution.

Item No. 5

With an objective to augment growth, the Company is considering various options to raise capital including by way of issue of equity shares and/or convertible securities. Accordingly, the Board of Directors of the Company passed necessary resolution on August 10, 2017.

Accordingly, the Committee of the Board of Directors of the Company ("**Board**") in its meeting held on 22nd August, 2017 approved issuance of 15,00,000 (Fifteen Lacs) warrants ("**CCW**") having face value of Rs. 10 (Rupees Ten) each at a price per CCW equal to Rs. 10 to non-promoter group.

As per Regulation 72 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**ICDR Regulations**"), a listed issuer may make a preferential issue of specified securities, if a special resolution has been passed by its shareholders. Accordingly, the approval of the members of the Company is being sought, by way of a Special Resolution, to offer and issue, CCW, by way of private placement and preferential allotment to non-promoter group.

The relevant details / disclosures of the proposed issue are given below:

1.The CCW shall be issued with consideration payable in cash.

2.The CCW issued pursuant to the abovementioned resolution shall be subject to lock-in in accordance with Regulations 78 and 79 of the ICDR Regulations. However, subject to the aforesaid lock-in, the Equity Shares, upon conversion of CCWs, shall be transferable and transmittable in the same manner and to the same extent as permitted under applicable laws, and shall be subject to the same restrictions and limitations as any other equity shares of the Company.

3.The Equity Shares, allotted pursuant to conversion of CCW, shall rank *pari passu inter se* and with the then existing equity shares of the Company in all respects, including in relation to right to dividend. The disclosures prescribed under Regulation 73 of the ICDR Regulations in respect of the Resolution proposed at Item No. 5 are as follows:

a) The objects of the preferential issue:

The proceeds of the issue shall be utilized for improving Financial Performance, working capital, augment growth and for other General Corporate Purpose

b) Type of security offered and the number of security offered

15,00,000 (Fifteen Lacs) CCW having face value of Rs. 10 (Rupees Ten) each.

c) Proposal of the promoters, directors or key management personnel of the Company to subscribe to the offer:

None of them are subscribing the offer.

d) Equity Shareholding Pattern before and after the Preferential Issue:

Category of Shareholders		**Pre-Preferential Allotment**		**Post Preferential Allotment****	
		No of Shares	**% of shareholding**	**No of Shares**	**% of shareholding**
(A)	**Promoter and Promoter Group**				
1	**Indian**				
(a)	Individuals/ Hindu Undivided Family	2923913	21.01	2923913	13.65
(b)	Bodies Corporate	965352	6.94	965352	4.51
	Sub Total(A)(1)	**3889265**	**27.95**	**3889265**	**18.16**
2	**Foreign**				
A	Individuals (Non-Residents Individuals/ Foreign Individuals)	-	-		
B	Bodies Corporate	-	-		
	Sub Total(A)(2)	-	-		

	Total Shareholding of Promoter and Promoter Group (A)	**3889265**	**27.95**	**3889265**	**18.16**
(B)	**Public Shareholding**				
1	**Institutions**				
(a)	Mutual Funds/ UTI	-	-		
(b)	Financial Institutions / Banks	-	-		
(c)	Central Government/ State Government(s)	-	-		
(d)	Venture Capital Funds	-	-		
(e)	Insurance Companies	-	-		
(f)	Foreign Institutional Investors	-	-		
(g)	Foreign Venture Capital Investors	-	-		
(h)	Qualified Foreign Investor	-	-		
(i)	Any Other (specify)	-	-		
	Sub-Total (B)(1)	-	-		
2	**Non-Institutions**				
(a)	Bodies Corporate (i) Indian (ii) Overseas	 1317110 -	 9.46 -	 3004610	 14.03
(b)	Individuals				
I	Individual shareholders holding nominal share capital up to Rs 1 lakh	4312744	30.99	4312744	20.13
II	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	3365867	24.19	8865867	41.40
(c)	Any Other (specify) (i) Non- resident Indians	 47446	 0.34	 47446	 0.22
	(ii) HUF	354225	2.55	666725	3.11
	(ii) Clearing member	629343	4.52	629343	2.94
	(iii) Others (Trust)	-	-		

	Sub-Total (B)(2)	**10026735**	**72.05**	**17526735**	**81.84**
	Total Public Shareholding (B)	**10026735**	**72.05**	**17526735**	**81.84**
	TOTAL (A)+(B)	**13916000**	**100**	**21416000**	**100**
(C)	**Shares held by Custodians and against which Depository Receipts have been issued**				
1	Promoter and Promoter Group	-	-		
2	Public	-	-		
	Total (C)	-	-		
	GRAND TOTAL (A)+(B)+(C)	**13916000**	**100**	**21416000**	**100**

** As per the Register of Members of the Company.*

** * The post issue shareholding percentage is arrived after considering all the preferential allotments proposed to be made under this notice and on fully diluted basis*

** Therefore, the post issue paid-up capital of the Company is subject to alteration on account of (i) conversion of actual no. of CCDs into Equity Shares (Resolution no. 4); and (ii) conversion of actual number of CCWs into Equity share (Resolution no. 5). Consequently, the post issue shareholding percentage mentioned above may stand altered.*

e) Proposed time within which the allotment shall be completed

The CCW shall be allotted within a period of 15 days or such extended time, as may be approved by the Regulatory Authorities, from the date of approval of the members to the preferential issue, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of such approval.

f) Identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Proposed CCW Allottees; the percentage of post preferential issue that may be held by them and change in control, if any, in the Company, consequent to the preferential issue.

The details of the Proposed CCW Allottee are as per the following table. No change in control is contemplated consequent to the proposed preferential issue of CCW. There will not be any change in the management control of the Company on account of the proposed preferential allotment and upon conversion of the CCW except a corresponding change in the shareholding pattern as well as the voting rights.

Sr. No.	Name, address and PAN of the proposed Allottees	Natural person who are the Ultimate Beneficial Owner/who control the Proposed Allottees	Pre-Issue % shareholding		Post Issue % Shareholding*		Change in Control if any, in the Issuer consequent to Preferential Issue
			No of Shares	%	No of Shares	%	
1.	KDA Corporate Advisors LLP 203 The Summit WE Highway Vile Parle (E) Mumbai 400057 PAN: AAPFK5048P	Ankit Jain & Hippal Dhabi	NIL	NIL	15,00,000	7%	NO

**The post issue shareholding percentage is arrived after considering all the preferential allotments proposed to be made under this notice and on fully diluted basis. Therefore, the post issue paid-up capital of the Company is subject to alterations on account of (i) conversion of actual number of CCDs into Equity Shares (Resolution no. 4); and (ii) conversion of actual number of CCWs into Equity Shares (Resolution no. 5). Consequently, the post-issue shareholding percentage mentioned above may stand altered*

a) Undertaking by the Company

The Company undertakes that it shall re-compute the price of the CCW in terms of the provision of the ICDR Regulations where it is required to do so.

b) Lock in

The CCW and the Equity Shares, allotted upon conversion of the CCW, will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 78 and 79 of the ICDR Regulations. The entire pre-preferential allotment shareholding of the Proposed Allottee, if any, shall be locked-in from the relevant date up to a period of six months from the date of the trading approval. The Company undertakes that if the amount payable on account of the re-computation of price, if any, is not paid with in the time stipulated in the ICDR Regulations, the equity shares shall continue to be locked-in till the time such amount is paid by the Proposed CCW Allottee.

c) Auditor's Certificate

A copy of the certificate of the Company's statutory auditor certifying that the issue is being made in accordance with the requirements of the ICDR Regulations shall be placed before the Shareholders at the Annual General Meeting of the Company and the same shall be open for inspection at the registered office of the Company between 11:00 a.m. and 1.00 p.m. on all working days till the date of the Annual General Meeting.

The provisions of Section 62 of the Companies Act, 2013, as amended and the ICDR Regulations provide, *inter alia*, that when it is proposed to increase the issued capital of the Company by allotment of further

shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

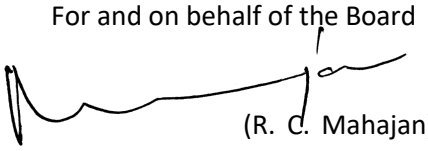
The issue of CCW is in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company.

The Board of Directors of the Company recommends passing of the resolutions as set out at Item No. 5 relating to issue of CCW in the notice as Special Resolution.

Accordingly, the Special Resolution proposed at Item No. 5 will, if passed, enable the Company to issue and allot CCW to the Proposed CCW Allottees in the manner and to the extent as stated in the resolution.

None of the directors or key managerial personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolution except to the extent of their individual shareholding in the Company.

For and on behalf of the Board



Place: Mohali
Date: September 7th, 2017
Regd. Office:
E-217, Industrial Area,
Phase VIII B, Mohali

(R. C. Mahajan)
Managing Director
DIN : 00038661