

DHABRIYA POLYWOOD LIMITED

Regd. Office : B-9 D (1), Malviya Industrial Area, Jaipur - 302 017 Rajasthan, India

Tel No. : 0141-4057171, Fax No. 0141-2750814

E-mail : cs@polywood.org, Website: www.polywood.org

CIN : L29305RJ1992PLC007003

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that an 01/16-17 Extraordinary General Meeting of Members of M/s. Dhabriya Polywood Limited (L29305RJ1992PLC007003) will be held on Saturday, March 18, 2017 at 11.00 a.m. at the Registered Office of the Company at B-9 D(1), Malviya Industrial Area, Jaipur – 302017 to transact the following items as special business. The explanatory statement setting out all material facts concerning the said Resolutions is also appended below.

SPECIAL BUSINESS:

ITEM NO: 1 –ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS:

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

“RESOLVED THAT in terms of Sections 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other relevant rules made there-under (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with the Stock Exchange where the company’s shares are listed, and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulation 2009, and SEBI (Listing Obligation and Disclosure Requirements), 2015 as may be applicable to the preferential issue of Equity shares and other applicable regulations/guidelines of SEBI, if any and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include any committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated) and subject to such, consents and approvals of SEBI, Stock Exchanges, Government of India, or such other bodies or authorities as may be required by law and as may be necessary and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals and which may be agreed to by or any other authorities as may be necessary for that purpose, the consent of the members of the company be and is hereby accorded by Board of Directors to offer, issue, and allot up to 244095 Equity shares of Rs.10/- each to Mr. Digvijay Dhabriya, Mrs. Anita Dhabriya and M/s Digvijay Dhabriya HUF (whose names shall be recorded by the company in the manner set out in Sec 42(7) of the Companies Act, 2013 read with the respective Rules) on non-cash basis by issuing 244095 equity shares of Rs. 10 each against 756100 equity shares of Rs. 10 each of M/s Dynasty Modular Furnitures Private Limited (U27108RJ1995PTC009339), held by the proposed allottees Mr. Digvijay Dhabriya, Mrs. Anita Dhabriya & M/s Digvijay Dhabriya HUF and the value/price of equity shares of issuer company for such swap will be determined in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009 as amended provided that the price/value of the equity shares so issued shall not be less than the minimum price to be arrived or arrived at in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009 as amended.

RESOLVED FURTHER THAT the pricing of the Equity Shares to be allotted will be in accordance with the SEBI (ICDR) Regulations with reference to the 'Relevant Date'. The 'Relevant Date' for the purpose of calculating the price of Equity Shares to be issued in terms hereof shall be February 16, 2017, being the date 30 days prior to the date of this Extraordinary General Meeting scheduled to be held on March 18, 2017.

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

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

By the Order of Board of Directors

For Dhabriya Polywood Limited

**Sd/-
Sparsh Jain
Company Secretary
M. No. A36383**

Registered Office:
B-9D(1), Malviya Industrial Area,
Jaipur- 302017 (Raj.)
CIN: L29305RJ1992PLC007003
Website: www.polywood.org
E-mail: cs@polywood.org
Tel. No. 0141-4057171

**Place – Jaipur
Date – 21.02.2017**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective shall be deposited at the Corporate Office of the Company by not less than 48 hours before the commencement of the Meeting.
2. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Extra-Ordinary General Meeting as set out in the Notice is annexed hereto.
4. Corporate Members intending to send their authorized representatives to attend the Extra-Ordinary General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a duly certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
6. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/ transmission/ transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
7. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
8. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company/Depository participants for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Numbers for identification.
9. As a measure of austerity, copies of the Notice of EGM will not be distributed at the Extra-Ordinary General Meeting. Members are therefore, requested to bring their copies of the Notice of EGM to the Meeting.
10. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
11. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.

12. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date (record date) of March 11, 2017.
13. The members of the Company, whose names appear in the Register of Members / list of Beneficial Owners as on the cut-off date i.e. March 11, 2017 may cast their vote electronically on the Resolution set forth in this Notice as per the instructions for e-voting given hereunder.
14. Electronic copy of Notice of EGM is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hardcopy of the same. For members who have not registered their email address, physical copies of the Notice of EGM is being sent in the permitted mode.
15. Members may also note that the Notice of EGM will also be available on the Company's website www.polywood.org for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id: cs@polywood.org.
16. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents (M/s. Bigshare Services Private Limited.)
17. The Company has made arrangements for casting votes by its Equity Shareholders by remote e-voting process in accordance with Rule 20 of the Companies (Management and Administration) Rules, 2014. The Company has made arrangements with Central Depository Services (India) Limited ('CDSL') for facilitating remote e-voting process.
18. The facility of voting through ballot paper shall be made available at the meeting to those members, who have not casted their vote by remote e-voting. The members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

19. Voting Through Electronic Means:

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the EGM) to exercise their right to vote at the EGM. The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the EGM. The members attending the EGM, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the EGM. The members who have already cast their vote through remote e-voting may attend the EGM but shall not be entitled to cast their vote again at the EGM.

The Company has appointed Mr. Manish Sancheti, Practicing Company Secretary as the Scrutinizer for conducting the remote e-voting and the voting process at the EGM in a fair and transparent manner.

The instruction to members for voting electronically are as under:

- I. The voting period begins on Wednesday, March 15, 2017 at 09.00 a.m. and ends on Friday, March 17, 2017 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, March 11, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- III. The shareholders should log on to the e-voting website www.evotingindia.com.
- IV. Click on Shareholders.
- V. 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.
- VI. Next enter the Image Verification as displayed and Click on Login.
- VII. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- VIII. If you are a first-time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
Dividend Bank Details or Date of Birth (DOB)	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. <ul style="list-style-type: none"> • 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 (v)

- IX. After entering these details appropriately, click on "SUBMIT" tab.

- X. 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.
- XI. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XII. Click on the EVSN for the relevant <Dhabriya Polywood Limited>on which you choose to vote.
- XIII. 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.
- XIV. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- XV. 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.
- XVI. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- XVII. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- XVIII. 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.
- 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 and register themselves as Corporates.
 - ❖ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - ❖ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - ❖ The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - ❖ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

**EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)**

Item No: 1 – Issue and Allotment of Equity Shares

The special resolution as mentioned under item no.1 proposes to authorize the Board of Directors to issue and allot up to 244095 Equity Shares to Mr. Digvijay Dhabriya, Mrs. Anita Dhabriya and M/s Digvijay Dhabriya HUF in such manner and on such terms of conditions as prescribed under SEBI (ICDR) Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies(Share Capital and Debentures) Rules, 2014.

Consent of the shareholders is sought for issuing the Equity Shares as stated in the resolution on a preferential basis.

In terms of Regulation 73 of SEBI (ICDR) Regulations, 2009 ("Regulations") as amended, the following disclosures are needed to be made in the Explanatory Statement to the Notice of the General Meeting:

I. The Objects of the issue through preferential offer:

The object of the preferential issue is to issue and allot the equity shares of the company to the below mentioned allottees against their shareholding in the M/s Dynasty Modular Furnitures Private Limited (U27108RJ1995PTC009339) with the ultimate purpose of converting it in the WOS (Wholly Owned subsidiary) of the issuer Company.

II. The Total Number of shares to be issued

The Board intends to offer, issue and allot up to 244095 equity shares of Rs.10/- each fully paid-up to the proposed Allottees through this preferential issue on non-cash basis by issuing 244095 equity shares of Rs.10 each against 756100 equity shares of Rs. 10 each of M/s Dynasty Modular Furnitures Private Limited (U27108RJ1995PTC009339) held by the proposed allottees. Mr. Digvijay Dhabriya, Mrs. Anita Dhabriya and M/s Digvijay Dhabriya HUF being the proposed allottees will be issued 210488 equity shares, 12526 equity shares and 21081 equity shares respectively and the value/price of equity shares of Issuer Company is calculated in accordance with the criteria given under the SEBI ICDR Regulations.

III. Intention of the Promoters/Directors/Key Management personnel to subscribe to the offer

Apart from Mr. Digvijay Dhabriya (Promoter), Mrs. Anita Dhabriya and M/s Digvijay Dhabriya HUF (member of the promoter group) no other promoter or member of the promoter & promoter group is subscribing to the offer.

None of the directors/Key Management personnel of the Company intend to subscribe to this preferential issue.

Accordingly, it is proposed to issue and allot Equity Shares to Mr. Digvijay Dhabriya, Mrs. Anita Dhabriya and M/s Digvijay Dhabriya HUF in lieu of their shareholding in the M/s Dynasty Modular Furnitures Private Limited (U27108RJ1995PTC009339) being the consideration of the proposed issue.

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

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

V. The details of the shareholding of the proposed allottees in M/s Dynasty Modular Furnitures Private Limited (U27108RJ1995PTC009339) as on date are as under:

S. No	Name of the Proposed allottee	Category in terms of Issuer Company	Shareholding in the M/s Dynasty Modular Furnitures Private Ltd. (% of total paid up Share capital)
1.	Digvijay Dhabriya	Promoter	652000 (86.23%)
2.	Anita Dhabriya	Promoter Group	38800 (5.13%)
3.	Digvijay Dhabriya HUF	Promoter Group	65300 (8.64%)

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

Proposed Allottee	Pre-preferential issue holding		No. of Equity Shares proposed to be allotted	Post preferential issue holding	
	No.	%		No.	%
Digvijay Dhabriya	6970750	65.89	210488	7181238	66.34
Anita Dhabriya	457700	4.33	12526	470226	4.34
Digvijay Dhabriya HUF	309250	2.92	21081	330331	3.05

* Mr. Digvijay Dhabriya (PAN# ABLPD4826F) belongs to the promotor group and is residing at A-41-42, Jai Jawan Colony, JLN Marg, Jaipur - 302018

**Mrs. Anita Dhabriya (PAN#ABNPD6243Q) belongs to the promotor group and is residing at A-41-42, Jai Jawan Colony, JLN Marg, Jaipur - 302018

***M/s Digvijay Dhabriya HUF (PAN# AAAHD7219J) belongs to the promotor group and is residing at A-41-42, Jai Jawan Colony, JLN Marg, Jaipur - 302018

VII. Control:

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

VIII. Relevant Date:

The Relevant Date as per the Regulations for the determination of issue price of the equity shares pursuant to the aforesaid preferential allotment is fixed as February 16, 2017 i.e. the date falling 30 days prior to the date of this Extraordinary General Meeting to be held on March 18, 2017 to approve the proposed preferential issue, in terms of Section 62 of the Companies Act, 2013.

IX. Pricing of Preferential Issue:

The equity shares will be allotted in accordance with the price determined in terms of Regulation 76(1) of the ICDR Regulations. The equity shares shall be allotted at a price not less than higher of the following:

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

As per the calculations, 26 weeks and 2 weeks of the High and low of the Volume Weighted Average Price of the equity shares of the company quoted on Stock Exchanges preceding the Relevant Date stands at Rs. 101.90 and Rs. 126.96 respectively. However, the issue price has been fixed as Rs. 127 (including premium of Rs. 117 /- each) per share which is more than the minimum price of Rs. 126.96 per share.

X. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer

The proposed preferential allotment of the equity shares of issuer company shall be made based on the swap ratio, which is based on the valuation of shares of M/s Dynasty Modular Furnitures Private Limited (U27108RJ1995PTC009339) done by M/s Narendra Sharma & Co., Chartered Accountants. The price/value of the equity shares of the issuer company determined in terms of Regulation 76(1) of the ICDR Regulations.

On the basis of the valuation report, 244095 equity shares of Rs. 10 each of Issuer Company will be issued against the 756100 equity shares of Rs. 10 each of M/s Dynasty Modular Furnitures Private Limited (U27108RJ1995PTC009339) held by the proposed allottees.

XI. Basis of valuation of shares:

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

XII. Earlier allotment on preferential basis:

During the Financial Year 2016-17, the Company has issued and allotted 309250 equity shares on preferential basis to promoter and non-promoters.

XIII. Shareholding Pattern of the Company before and after preferential issue:

S. No.	Category of Shareholders	Pre-issue Shareholding		Post Issue Shareholding	
		No. of Shares	%	No. of Shares	%
A.	Promoters Holding:				
1.	Indian				
	Individual	7778700	73.52	8022795	74.12
	Bodies Corporate	-	-		
	Sub Total (A1)	7778700	73.52	8022795	74.12
2.	Foreign Promoters	-	-		
	Sub Total (A2)	-	-		
	Sub Total A [(A1) + (A2)]	7778700	73.52	8022795	74.12
B.	Non-Promoters Holding:				

1.	Institutional Investors				
	Mutual Funds /UTI	-	-	-	-
	Financial Institutions / Banks	-	-	-	-
	Central Government /State Government(s)	-	-	-	-
	Venture Capital Funds	-	-	-	-
	Insurance Companies	-	-	-	-
	Foreign Portfolio Investors	27500	0.26	27500	0.25
	Foreign Venture Capital Investors	-	-	-	-
	Qualified Foreign Investor	-	-	-	-
	Sub Total (B1)	27500	0.26	27500	0.25
2.	Non-Institution:				
	Bodies Corporate	275000	2.60	275000	2.54
	Clearing Members	60009	0.57	60009	0.55
	Indian Public	2433941	23.00	2433941	22.49
	Others (including NRIs)	5000	0.05	5000	0.05
	Sub Total (B2)	2773950	26.22	2773950	25.63
	Sub Total B [(B1) +(B2)]	2801450	26.48	2801450	25.88
	Grand Total (A+B)	10580150	100.00	10824245	100.00

XIV. Proposed time within which the allotment shall be completed:

As required under Chapter VII of the Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue at the Extraordinary General Meeting or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 (fifteen) days from the date of such approval(s), as the case may be.

XV. Approvals:

The Company will take necessary steps to obtain the required approvals from the Stock Exchange, SEBI, or any other regulatory agency as may be applicable, for the proposed preferential issue of equity shares.

XVI. Holding of shares in demat form, non-disposal of existing shares by the proposed allottees and lock-in period of prior-holding of shares of proposed allottees:

The entire shareholding of the proposed allottees in the company, is held by them in dematerialized form. The entire pre-preferential allotment shareholding of such allottees shall be under lock-in from the relevant date up to a period of six months from the date of trading approval from all the stock exchanges where the securities of the Company are listed. The shareholder who has sold their shares during the six months' period prior to the relevant date shall not be eligible for allotment of equity shares on preferential basis. The proposed shareholders have Permanent Account Number.

XVII. Lock -in Period of proposed allotment:

The equity shares proposed to be allotted shall be subject to 'lock-in' for such a period as the case may be from the date of trading approval from all the stock exchange/s where the securities of the Company are listed as per Clause 78 of the SEBI (ICDR) Regulations, 2009.

XVIII. Auditor's Certificate:

Certificate from the Statutory Auditors confirming that the proposed issue of equity shares is being made in accordance with the SEBI (ICDR) Regulations, 2009 will be made available for inspection at the Registered Office of the Company between 10:00 a.m. and 1:00 p.m. on all working days up to the date of the meeting.

XIX. Undertaking to re-compute the price, if required:

The Company hereby undertakes that it shall re-compute the price of the Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations, in case it is required to do so.

XX. Undertaking to put Equity Shares under lock-in till the re-computed price is paid, if required:

The Company undertakes that if the amount payable on re-computation of the price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the Equity Shares shall continue to be locked-in till such time such amount is paid by the allottees.

XXI. Compliances:

The company has complied with the requirement of Regulation 38 of SEBI (LODR), 2015 i.e., maintaining a minimum of 25% of the paid-up capital in the hands of the public.

The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the Notice.

Except Mrs. Anita Dhabriya, Mr. Digvijay Dhabriya & Mr. Shreyansh Dhabriya, none of the Directors, key managerial personnel and their relatives are concerned or interested in the above said resolution except to the extent of their directorship and shareholding in the company.

By the Order of Board of Directors

For Dhabriya Polywood Limited

**Sd/-
Sparsh Jain
Company Secretary
M. No. A36383**

Registered Office:
B-9D(1), Malviya Industrial Area,
Jaipur- 302017 (Raj.)
CIN: L29305RJ1992PLC007003
Website: www.polywood.org
E-mail: cs@polywood.org
Tel. No. 0141-4057171

**Place - Jaipur
Date - 21.02.2017**

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

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]**

CIN : L29305RJ1992PLC007003
 Name of the Company : Dhabriya Polywood Limited
 Registered Office : B-9D(1), Malviya Industrial Area, Jaipur - 302017

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

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

Name:	E-mail Id:
Address:	
Signature, or failing him	

Name:	E-mail Id:
Address:	
Signature, or failing him	

Name:	E-mail Id:
Address:	
Signature, or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the company, to be held on the Saturday, March 18, 2017, at 11.00 a.m. at B-9 D(1), Malviya Industrial Area, Jaipur - 302017 (Rajasthan) and/or at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(S)	Vote	
		For	Against
	Special Business		
1.	Issue of Equity Shares on Preferential Basis		

Signed this _____ day of _____ 2017

Signature of Shareholder Signature of Proxy holder

Affix Revenue stamp here

Notes:

- Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the "For" or "Against" column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- This form of Proxy must be deposited at the Registered Office of the Company at B-9D(1), Malviya Industrial Area, Jaipur (Raj) - 302017, not less than 48 hours before the commencement of the Meeting.



DHABRIYA POLYWOOD LIMITED

(Formerly known as Dhabriya Agglomerates Ltd.)

Regd. Office : B-9D(1), Malviya Industrial Area, JAIPUR-302 017 (Raj.) INDIA

Phone : +91-141-4057171, 4040101-105 | Fax : +91-141-2750814

E-mail : info@polywood.org | Website : www.polywood.org

CIN : L29305RJ1992PLC007003

ATTENDANCE SLIP

Extra-Ordinary General Meeting – Saturday, March 18, 2017

Full name of the members attending _____

(In block capitals)

Ledger Folio No. /DP ID No. _____

Client ID No. _____

Name of Proxy holder _____

(To be filled in, if the proxy attends instead of the member)

I certify that I am a member /proxy for the members of the Company

I hereby record my presence at the Extra-Ordinary General Meeting of the Company held on Saturday, March 18, 2017, at 11.00 A.M. at B-9D(1), Malviya Industrial Area, Jaipur- 302017.

(Name of Member/Proxy)

(Member's /Proxy's Signature)

Note: Please fill up this attendance slip and handed it over at the entrance of the meeting venue.

E-Voting Particulars

EVSN (Electronic Voting Sequence Number)	PAN
170221001	

The e-voting facility will be available during the following period:

Commencement of E-voting	End of E-voting
Wednesday, March 15, 2017, 09:00 A.M	Friday, March 17, 2017, 05:00 P.M

Please read the instructions on e-voting as mentioned in the notice of Extra-Ordinary General Meeting.

ROUTE MAP TO THE EGM VENUE

**DHABRIYA POLYWOOD LIMITED
B-9D(1), MALVIYA INDUSTRIAL AREA, JAIPUR - 302017 (RAJ.)**

