



EXTRA-ORDINARY GENERAL MEETING
DATE: SATURDAY, 26TH DAY OF MARCH, 2016



DHABRIYA POLYWOOD LIMITED
(FORMERLY KNOWN AS DHABRIYA AGGLOMERATES LIMITED
B-9D(1), MALVIYA INDUSTRIAL AREA, JAIPUR - 302017

DHABRIYA POLYWOOD LIMITED
(formerly known as Dhabriya Agglomerates Limited)
Regd. Office: B-9D(1), Malviya Industrial Area, Jaipur – 302017
Phone: +91-141-4057171, **E-mail:** info@polywood.org
Website: www.polywood.org **CIN:** L29305RJ1992PLC007003

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that an 01/15-16 Extraordinary General Meeting of Members of M/s. Dhabriya Polywood Limited (L29305RJ1992PLC007003) will be held on Saturday 26, the March day of 2016 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 to the Board to offer, issue, and allot upto 330150 Equity

shares of Rs.10/- each to Mrs. Anita Dhabriya and Mr. Atul Kumar Jain (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 330150 equity shares of Rs. 10 each against 46500 equity shares of Rs. 10 each of **M/s Polywood Profiles Private Limited** (U36101TZ2006PTC012875), held by the proposed allottees **Mrs. Anita Dhabriya & Mr. Atul Kumar Jain** 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 25, 2016, being the date 30 days prior to the date of this Extraordinary General Meeting scheduled to be held on March 26, 2016.”

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

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

By order of the Board of Directors
For **Dhabriya Polywood Limited**
SD/-

Place: Jaipur
Date: 04.03.2016

Sparsh Jain
Company Secretary
M. No. A36383

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE 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 set out in the Notice is annexed hereto.
4. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
5. 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.
6. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Extra-Ordinary General Meeting.
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. 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.)
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 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.
12. 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.
13. 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.
14. 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 19, 2016.
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 ecommunication, 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 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 National Securities Depository Limited ('NSDL') for facilitating remote e-voting process.
17. 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 19, 2016, may cast their vote electronically on the Resolution set forth in this Notice as per the instructions for e-voting given hereunder.
18. The remote e-voting commences on March 23, 2016 (9:00 a.m. IST) and ends on March 25, 2016 (5:00 p.m. IST). During this period the members of the Company, holding shares either in physical or in dematerialized form, as on the cut-off date i.e. March 19, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.
19. 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.
20. **The process and manner for remote e-voting is as under:**

Pursuant to Section 108 of the Companies Act, 2013, read Companies (Management and Administration) Rules, 2015 as amended and the other 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 cut-off date, March 19, 2016, are entitled to vote on the Resolutions set forth in this Notice. The remote e-voting period will commence at 9.00 a.m. on Wednesday, March 23, 2016 and will end at 5.00 p.m. on Friday, March 25, 2016, 2016. The members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through physical ballot forms. The Company has appointed Mr. Manish Sancheti, Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the Physical Ballot

Forms and remote e-voting process (including the ballot to be cast by the members at the meeting) in a fair and transparent manner. The Members desiring to vote through remote e-voting refer to the detailed procedure given hereinafter.

The instructions for e-voting are as under:

- A. In case a member receives an e-mail from NSDL (for the Members whose e-mail addresses are registered with the Company / Depository Participants).

The member(s) who receives an email from NSDL is advised to take the following steps for casting his / her vote by remote e-voting:

1. Open e-mail and open PDF file viz., "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
2. Launch internet browser by typing the following: URL: <https://www.evoting.nsdl.com>
3. Click on Shareholder – Login
4. Put user ID and password as initial password/PIN noted in step (1) above. Click Login.
5. Password change menu appears. Change the Password/PIN with new password of your choice with minimum 8 digits / characters or combination thereof. **Note new password.** It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. **Home page** of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
7. Select "EVEN" of "Dhabriya Polywood Limited". Once you enter the number, the Cast Vote page will open. Now you are ready for remote e-voting as cast vote page opens.
8. Members can cast their vote online from March 23, 2016 (9.00 A.M) till March 25, 2016 (5.00 P.M) (both days are inclusive) E-voting will not be allowed beyond the said time.
9. Cast your vote by selecting appropriate option and click on "submit" and also "confirm" when prompted.
10. Upon confirmation, the message "vote cast successfully" will be displayed.
11. Once you have voted on the resolution, you will not be allowed to modify your vote.
12. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through

e-mail to man.sancheti@gmail.com with a copy marked to evoting@nsdl.co.in.

13. A facility for voting through “Ballot Paper”/ “Poling Paper” is made available at the Extra Ordinary General Meeting venue and the members attending the meeting who have not cast their vote by remote e-voting can exercise their right during the meeting through ballot paper.
- B. For Members whose E-mail IDs are not registered with the Company / Depository Participants as well as those members who have requested for a physical copy of the Notice, the following instruction may be noted:
- Initial password is provided as below / at the bottom of the Attendance Slip for the EGM: EVEN(remote e-voting Event Number) USER ID PASSWORD/PIN
 - Please follow all steps from instruction 1 to 13 of A mentioned above to cast vote.
- I. In case of any queries, you may refer the Frequently Asked Question (FAQs) for member and e-voting user manual for members available at the downloads section of www.evoting.nsdl.com or call on toll free no. [1800-222-990](tel:1800-222-990).
 - II. Login to the E-voting website will be disabled upon five unsuccessful attempts to key in the correct password.
In such an event, you will need to go through the “forgot Password” option available on the site for reset the password.
 - III. If you are already registered with NSDL for e-voting then you can use your existing user ID and Password/PIN for casting your vote.
 - IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - V. The remote e-voting period commences on from Wednesday, March 23, 2016 (9.00 A.M) till Friday, March 25, 2016 (5.00 P.M) (both days are inclusive) during this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off dated March 19th, 2016 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - VI. Any person who acquired shares of the company and becomes shareholders of the company after dispatch of the Notice of EGM and holds shares as of the cut-off date i.e. March 19, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in of Issuer/RTA.
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
 - VII. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
 - VIII. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off dated of March 19, 2016.
 - IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.
 - X. Route Map of the venue of the meeting is given at the end of the Explanatory Statement.
 - XI. Mr. Manish Sancheti, Practicing Company Secretary, Proprietor of M/s. M Sancheti & Associates, C-54 A/3, Lal Kothi Marg, Ciwar Area Bapu Nagar, Jaipur– 302015 (Membership No.F7972) has been appointed as the Scrutinizer to scrutinize the e-voting process (including the ballot to be cast by the members at the meeting) in a fair and transparent manner.
 - XII. The Scrutinizer shall after the conclusion of voting at the extra ordinary general meeting will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e- voting in the presence of at least two witnesses not in the employment of the company and shall make, not later than two days of the conclusion of the EGM, a consolidated scrutinizer’s report of the total votes cast in favor or against, if any to the chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - XIII. The Results shall be declared on or after the EGM of the Company. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.polywood.org and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to Stock Exchange.

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 330150 Equity Shares to Mrs. Anita Dhabriya and Mr. Atul Kumar Jain 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 Polywood Profiles Private Limited(U36101TZ2006PTC012875) 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 upto 330150 equity shares of Rs.10/- each fully paid-up to the proposed allottees through this preferential issue on non-cash basis by issuing 330150 equity shares of Rs. 10 each against 46500 equity shares of Rs. 10 each of M/s Polywood Profiles Private Limited (U36101TZ2006PTC012875) held by the proposed allottees. Mrs. Anita Dhabriya and Mr. Atul Kumar Jain being the proposed allottees will be issued 262700 equity shares and 67450 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 Mrs. Anita Dhabriya (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 Mrs. Anita Dhabriya and Mr. Atul Kumar Jain in lieu of their shareholding in the M/s Polywood Profiles Private Limited(U36101TZ2006PTC012875) 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 Polywood Profiles Private Limited (U36101TZ2006PTC012875) as on date are as under:

S. No	Name of the Proposed allottee	Category in terms of Issuer Company	Shareholding in the M/s Polywood Profiles Private Ltd. (% of total paid-up share capital)
1	Anita Dhabriya	Promoter Group	37000 (79.57%)
2	Atul Kumar Jain	Public	9500 (20.43%)

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.	No.
Anita Dhabriya	195000	1.90	262700	457700	4.33
Atul Kumar Jain	-	-	67450	67450	0.64

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

**Mr. Atul Jain (PAN#AEWPJ2683J) belongs to public category and is residing at B-4-C, AMRITA VISHWAVIDYAPEETHAMETTIMADAI, COIMBATORE – 641112

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 25, 2016 i.e. the date falling 30 days prior to the date of this Extraordinary General Meeting to be held on March 26, 2016 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 recognised 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 recognised 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. 47.80 and Rs. 47.67 respectively. However, the issue price has been fixed as Rs.50 (including premium of Rs. 40/- each) per share which is more than the minimum price of Rs. 47.80 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 Polywood Profiles Pvt. Ltd. (U36101TZ2006PTC012875) done by Hem Securities Limited (SEBI registered Category I Merchant Banker) & 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, 330150 equity shares of Rs. 10 each of Issuer Company will be issued against the 46500 equity shares of Rs. 10 each of M/s Polywood Profiles Pvt. Ltd. (U36101TZ2006PTC012875) 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 2015-16, the Company has not offered, issued and allot any 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	7346000	71.67	7608700	71.91
	Bodies Corporate	Nil	Nil	Nil	Nil
	Sub Total (A1)	7346000	71.67	7608700	71.91
2.	Foreign Promoters	Nil	Nil	Nil	Nil
	Sub Total (A2)	Nil	Nil	Nil	Nil
	Sub Total A [(A1) + (A2)]	7346000	71.67	7608700	71.91
B.	Non Promoters Holding:				
1.	Institutional investors				
	Mutual Funds /UTI	Nil	Nil	Nil	Nil
	Financial Institutions / Banks	Nil	Nil	Nil	Nil
	Central Government /State Government(s)	Nil	Nil	Nil	Nil
	Venture Capital Funds	Nil	Nil	Nil	Nil
	Insurance Companies	Nil	Nil	Nil	Nil
	Foreign Institutional Investors	Nil	Nil	Nil	Nil
	Foreign Venture Capital Investors	Nil	Nil	Nil	Nil
	Qualified Foreign Investor	Nil	Nil	Nil	Nil
	Sub Total (B1)	Nil	Nil	Nil	Nil
2.	Non Institution:				
	Bodies Corporate	1022000	9.97	1022000	9.66
	Indian Public	1867000	18.21	1934450	18.29
	Others (including NRIs)	15000	0.15	15000	0.14
	Sub Total (B2)	2904000	28.33	2971450	28.09
	Sub Total B [(B1) + (B2)]	2904000	28.33	2971450	28.09
	Grand Total(A+B)	10250000	100.00	10580150	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 a.m. and 1 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 listing agreement including clause 40A 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 order of the Board of Directors
For **Dhabriya Polywood Limited**

Place: Jaipur
Date: 04.03.2016

SD/-
Sparsh Jain
Company Secretary
M. No. A36383

Route Map to reach the venue of the Extra-ordinary General Meeting



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

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, 26th day of March 2016, at 11.00 a.m. at B-9D(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.	To Issue Equity Shares on Preferential basis.		

Signed this _____ day of _____ 2016

Affix Revenue stamp here

Signature of Shareholder

Signature of Proxy holder

Notes:

1. A Proxy need not be a member of the Company.
2. 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.
3. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at 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

(To be handed over at the entrance of the meeting hall)

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, 26th day of March 2016, at 11.00 a.m. at B-9D(1), Malviya Industrial Area, Jaipur- 302017

(Member's /Proxy's Signature)

Note:

1. Only Members/Proxyholders can attend the Meeting.
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.