
NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting of Members of Faze Three Limited will be held on Wednesday, 22nd March, 2017 at 10.00 a.m. at Plot No 146, Waghdhara Village Road, Dadra – 396 193, Union Territory of Dadra & Nagar Haveli, to transact the following business:

1. To Issue Equity Shares on Preferential basis to Non-Promoter Individuals (Investors)

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the **“Companies Act”**) read with the rules made thereunder, to the extent notified and in effect, the applicable provisions, if any, of the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the **“ICDR Regulations”**) and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the **“Takeover Regulations”**) and the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended (the **“LODR Regulations”**) and any other rules, regulations, guidelines, notifications and circulars issued there under from time to time by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India (**“SEBI”**) and any other guidelines and clarifications issued by any other competent authority, whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company and subject to the permissions, consents, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions, 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(s) constituted/to be constituted by the Board 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, the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer, and allot on preferential basis 3,19,000 (Three lac Nineteen thousand) equity shares of face value of Rs. 10/- each (the **“Equity Shares”**) at a price of Rs.110/- each aggregating up to Rs. 3,50,90,000 including premium of Rs. 100/- each to Non Promoter Individuals (the **“Investors”**) as mentioned in the statement setting out material facts, which shall rank *pari-passu* with the existing equity shares at such time or times and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion.”

“RESOLVED FURTHER THAT in accordance with the provisions of Chapter VII & Regulation 71 of the ICDR Regulations, the **“Relevant Date”** for the purpose of calculating the price for the issue of Equity Shares is February 17, 2017.”

“RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted by the Company to the Investors in dematerialised form within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.”

“RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of SEBI Regulations and the Equity Shares so offered, issued and allotted will be listed subject to the receipt of necessary regulatory permissions and approvals.”

“RESOLVED FURTHER THAT the Equity Shares to be issued and allotted in the manner aforesaid shall rank *pari-passu* with the existing Equity Shares of the Company in all respects including as to dividend and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and utilisation of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

2. To Issue Convertible Equity Warrants on Preferential basis to Non Promoter Individuals (Investors)

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the **“Companies Act”**) to the extent notified and in effect, the applicable provisions, if any, of the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the **“ICDR Regulations”**) and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the **“Takeover Regulations”**) and the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended (the **“LODR Regulations”**) and any other rules, regulations, guidelines, notifications and circulars issued

thereunder from time to time by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India ("SEBI") and any other guidelines and clarifications issued by any other competent authority, whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions & sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to SEBI and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions 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(s) constituted/to be constituted by the Board 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, the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer, and allot 1,45,500 (One lac Forty Five thousand Five hundred) convertible warrants (the "Warrants") on preferential basis convertible into 1,45,500 (One lac Forty Five thousand Five hundred) Equity Shares (One Equity Share for one warrant issued) of the Company of face value of Rs. 10/- each at a price of Rs. 110/- each aggregating up to Rs. 1,60,05,000 including premium of Rs. 100/- each to Non Promoter Individuals (the "Investors") as mentioned in the statement setting out material facts and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion."

"RESOLVED FURTHER THAT the equity shares to be so allotted on exercise of the Warrants shall upon conversion rank *pari-passu* with the existing equity shares of the Company, in such form and manner and upon such terms and conditions as may be determined by the Board in accordance with the ICDR Regulations or other applicable laws as may be prevailing at the time."

"RESOLVED FURTHER THAT in accordance with the provisions of Chapter VII and Regulation 71 of the ICDR Regulations, the "Relevant Date" for the purpose of calculating the price for the issue of Warrants/ Equity Shares pursuant to the exercise of the Equity Warrants is February 17, 2017.

"RESOLVED FURTHER THAT the said Warrants shall be issued and allotted by the Company to the allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval."

"RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:

- I) The equity shares to be so allotted on exercise of the Equity Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company. The Warrants may be exercised by the Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants.
- II) A Warrant subscription price equivalent to 25% (i.e. the upfront amount) of the issue price of the Equity Shares will be payable at the time of subscription to the Warrants, as prescribed by Regulation 77 of the ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising the Warrants.
- III) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- IV) In the event the Warrant holder(s) does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- V) In the event of the Company making a bonus issue by way of capitalization of its reserves, or a rights offer by way of issue of new Equity Shares, prior to allotment of Equity Shares resulting from the exercise of the Warrants, the issue price of the Equity Shares to be allotted against such Warrants shall be subject to appropriate adjustment, subject to the ICDR Regulations and other applicable law.
- VI) The Equity Shares to be issued and allotted by the Company on exercise of the Warrants in the manner aforesaid shall be in dematerialised form and subject to the Memorandum and Articles of Association of the Company and shall rank *pari-passu* in all respects including dividend, with the existing Equity Shares of the Company.
- VII) The Warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter VII of ICDR Regulations."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrantheadholder(s)."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Warrants and Equity Shares and utilisation of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid warrants and listing thereof with the Stock Exchange as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment, utilization of issue proceeds and to do all such acts, deeds and things in connection therewith and incidental thereto as

the Board at its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any other Directors/ Officers of the Company to give effect to the aforesaid resolution."

"RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and are hereby authorized to do all such acts, deeds, things and matters and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

3. To Issue Convertible Equity Warrants on Preferential basis to Promoter of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the "**Companies Act**") to the extent notified and in effect, the applicable provisions, if any, of the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "**ICDR Regulations**") and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the "**Takeover Regulations**") and the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended (the "**LODR Regulations**") and any other rules, regulations, guidelines, notifications and circulars issued thereunder from time to time by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India ("**SEBI**") and any other guidelines and clarifications issued by any other competent authority, whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions & sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to SEBI and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions 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(s) constituted/to be constituted by the Board 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, the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer, and allot 7,00,000 (Seven lacs) convertible warrants (the "**Warrants**") on preferential basis convertible into 7,00,000 (Seven lacs) Equity Shares (One Equity Share for one warrant issued) of the Company of face value of Rs. 10/- each at a price of Rs. 110/- each aggregating up to Rs. 7,70,00,000 including premium of Rs. 100/- each to Mr. Ajay Anand, Promoter of the Company in such manner as the Board may think fit in its absolute discretion."

"RESOLVED FURTHER THAT the equity shares to be so allotted on exercise of the Warrants shall upon conversion rank *pari-passu* with the existing equity shares of the Company, in such form and manner and upon such terms and conditions as may be determined by the Board in accordance with the ICDR Regulations or other applicable laws as may be prevailing at the time."

"RESOLVED FURTHER THAT in accordance with the provisions of Chapter VII and Regulation 71 of the ICDR Regulations, the "Relevant Date" for the purpose of calculating the price for the issue of Warrants/ Equity Shares pursuant to the exercise of the Equity Warrants is February 17, 2017.

"RESOLVED FURTHER THAT the said Warrants shall be issued and allotted by the Company to the allottee within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval."

"RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:

- I) The equity shares to be so allotted on exercise of the Equity Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company. The Warrants may be exercised by the Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants.
- II) A Warrant subscription price equivalent to 25% (i.e. the upfront amount) of the issue price of the Equity Shares will be payable at the time of subscription to the Warrants, as prescribed by Regulation 77 of the ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising the Warrants.
- III) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- IV) In the event the Warrant holder(s) does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- V) In the event of the Company making a bonus issue by way of capitalization of its reserves, or a rights offer by way of issue of new Equity Shares, prior to allotment of Equity Shares resulting from the exercise of the Warrants, the issue price of the Equity Shares to be allotted against such Warrants shall be subject to appropriate adjustment, subject to the ICDR Regulations and other applicable law.
- VI) The Equity Shares to be issued and allotted by the Company on exercise of the Warrants in the manner aforesaid shall be in dematerialised form and subject to the Memorandum and Articles of Association of the Company and shall rank *pari-passu* in all respects including dividend, with the existing Equity Shares of the Company.
- VII) The Warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter VII of ICDR Regulations."

VIII) The Warrants issued and allotted will be transferable within the Promoter Group subject to such approvals as may be necessary.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder(s)."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Warrants and Equity Shares and utilisation of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid warrants and listing thereof with the Stock Exchange as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment, utilization of issue proceeds and to do all such acts, deeds and things in connection therewith and incidental thereto as the Board at its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any other Directors/ Officers of the Company to give effect to the aforesaid resolution."

"RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and are hereby authorized to do all such acts, deeds, things and matters and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Place: Mumbai

Date: February 24, 2017

Regd. Office : Survey No. 380/1,
Khanvel Silvassa Road,
Dapada, UT of D&NH – 396230.

By order of the Board of Directors

Ankit Parekh
Company Secretary

NOTES:

1. Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of special business to be transacted at a general meeting is annexed hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

3. Only registered members of the Company or any proxy appointed by such registered member may attend and vote at the Extraordinary General Meeting as provided under the provisions of the Companies Act, 2013.

4. Electronic copy of the Notice of the aforesaid Extraordinary General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the aforesaid Extraordinary General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

5. Voting Rights: Shareholders holding equity shares shall have one vote per share as shown against their holding.

6. VOTING THROUGH ELECTRONIC MEANS

A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended as on date and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is providing the members facility to exercise their right to vote at the Extraordinary General Meeting by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-Voting are as under:

- a. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - i) Open email and open PDF file viz; "Faze Three Ltd 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.
 - ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - iii) Click on Shareholder - Login
 - iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - v) 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.
 - vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - vii) Select "EVEN" of Faze Three Limited which is 106022.
 - viii) Now you are ready for e-Voting as Cast Vote page opens.
 - ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii) Institutional shareholders (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 sanjayrd65@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy] :
 - i. Initial password is provided at the bottom of the Attendance Slip for the EGM.
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the Download Section of www.evoting.nsd.com

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.

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).

The e-Voting period commences on March 19, 2017 (9:00 am) and ends on March 21, 2017 (5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of March 15, 2017, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, may vote if the Chairman of the Meeting orders a poll on his own motion or on demand at the Meeting in terms of Section 109 of the Companies Act, 2013 for all businesses specified in the accompanying Notice.

For abundant clarity, please note that the Members who have exercised their right to vote by electronic means shall not vote in a poll at the Meeting. The poll process shall be conducted and scrutinized and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

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 of March 15, 2017.

Mr. Sanjay Dholakia, Practicing Company Secretary (Membership No. FCS 2655 Certificate of Practice No. 1798) has been appointed as the Scrutinizer to scrutinize the e-Voting process and poll process in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-Voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Director of the Company, who has been authorised to receive the report from Scrutinizer.

The results of e-Voting and poll shall be aggregated and 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 and on the website of NSDL within two (2) days of passing of the resolutions at the EGM of the Company and communicated to BSE Limited.

Members are requested to send all communications relating to shares to our Registrar & Share Transfer Agent (R & T Agent) at the following address:

Sharex Dynamic India Pvt. Ltd.
Unit-1, Luthra Industrial Premises,
Andheri – Kurla Road, Safed Pool,
Andheri (East), Mumbai – 400 072.
Phone: 022 2851 5606 / 5644
Website: www.sharexindia.com
Email: sharexindia@vsnl.com

7. Members/ Proxies are requested to bring the attendance slips duly filled in to the Meeting.
8. All documents referred to in the accompanying Notice and the Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days between Monday and Friday of every week, up to and including the date of the Extraordinary General Meeting of the Company.

ANNEXURE TO NOTICE**Statement under Section 102 of the Companies Act, 2013 and Regulation 73 of the SEBI (ICDR) Regulations, 2009.**

As required by Section 102 of the Companies Act, 2013 and Regulation 73 of the SEBI (ICDR) Regulations, 2009, the following Explanatory Statements sets out all material facts relating to the business mentioned under Item Nos. 1to3 of accompanying Notice dated February 24, 2017.

Item No. 1,2& 3

As per Sections 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013, as amended and the rules made thereunder (the "Act") and other applicable provisions, if any, and Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("ICDR Regulations") and such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, approval of the Members of the Company by way of special resolution is required for issue & allotment of Equity Shares and Warrants on preferential basis.

The relevant disclosures as required in terms of the Companies Act, 2013 and ICDR Regulations are as under:**a) Objects of the preferential issue of Equity Shares and Warrants:**

Your Company plans to issue Equity Shares and Warrants to Promoter and Non Promoter Investors to further increase the Equity base of the Company to fund the operations of the Company, reduce/ repay the debt obligations and meet the capital expenditure of the Company. In view of this, it is proposed to create, offer, issue and allot 3,19,000 (Three lacs Nineteen thousand) Equity shares of Rs. 10/- each and 1,45,500 (One lac Forty Five thousand Five hundred) Warrants of Rs. 10/- each at a price of Rs. 110/- including a premium of Rs. 100/- per Equity Share/ Warrant to Non Promoter Investors and 7,00,000 (Seven Lacs) Warrants of Rs. 10/- each at a price of Rs. 110/- including a premium of Rs. 100/- per Warrant to Promoter on Preferential Issue basis. The total funds aggregate to Rs. 12,80,95,000/- (Rupees Twelve crores Eighty lacs Ninety Five thousand).

b) Proposal of the Promoters/Directors/Key Management persons to subscribe to the offer:

- I. Mr. Ajay Anand, Promoter of the Company has intended to subscribe for 7,00,000 (Seven Lacs) Warrants to be converted into 7,00,000 (Seven Lacs) equity shares of Rs. 10 /- each at a price of Rs. 110/- including Rs. 100/- premium per Warrant within 18 months as per SEBI Guidelines, Rules and Regulations from the date of allotment.

None of the other promoters, directors or key management personnel of the Company intends to apply / subscribe to any of the Equity Shares/ Warrants.

- c) Shareholding pattern before and after issue of warrants to be converted into equity shares within 18 months from the date of the allotment of the warrants.

Sr. No.	Category	Pre-holding		Post-holding	
		Number of Shares held	% of holding	Number of Shares held (assuming all Warrants converted)	% of holding
(A)	Promoter's Holding				
1	Indian Promoters				
A	Acquirer				
	Ajay Anand	49,75,412	21.35	56,75,412	23.20
B	Other Individuals/ HUF	21,63,660	9.29	21,63,660	8.84
C	Body Corporates	24,91,625	10.69	24,91,625	10.18
	Sub Total 1	96,30,697	41.33	1,03,30,697	42.23
2	Foreign Promoters				
A	Individuals	-	-	-	-
B	Body Corporates	-	-	-	-
	Sub Total 2	-	-	-	-
	Total Shareholding of Promoter and Promoter Group = (A)	96,30,697	41.33	1,03,30,697	42.23
B	Public Shareholding				
3	Institutions				
A	MF / UTI / Insurance Companies	-	-	-	-
B	FI / Banks	-	-	-	-
C	Central /State Govt.	-	-	-	-
D	Venture Capital Funds	-	-	-	-
E	FII/ FPI	11,00,000	4.72	11,00,000	4.50
F	Any Other	-	-	-	-
	Sub Total 3	11,00,000	4.72	11,00,000	4.50
4	Non-Institutions				
A	Bodies Corporate	5,88,271	2.52	5,88,271	2.40
B	Individuals				
	Acquirers				
	Varun Daga	9,832	0.05	1,47,332	0.60
	Charandeep Singh	-	-	1,37,500	0.56
	Salim Govani	29,64,631	14.61	30,52,131	12.48
	Ashok Hiremath	1,24,977	0.62	1,81,477	0.74
	Aditya Malhotra	-	-	22,750	0.09
	Dhruv Malhotra	-	-	22,750	0.09
	Other Individuals	70,41,483	30.22	70,41,483	28.78
C	Other (specify)				
	Clearing Members	1,35,424	0.58	1,35,424	0.55
	Non Resident Indians	17,04,685	7.32	17,04,685	6.97
	Sub Total 4	1,25,69,303	53.95	1,30,33,803	53.28
	Total Shareholding of Public = B	1,36,69,303	58.67	1,41,33,803	57.77
	Grand total = A + B	2,33,00,000	100.00	2,44,64,500	100.00

Note:

i) The above post issue shareholding assumes that the Preferential Issue of Warrants issued pursuant to this resolution are converted into equity shares failing which the percentage will change accordingly.

- d) Proposed time within which the allotment shall be completed:**

The Allotment of the Equity Shares and Warrants shall be completed within 15 (fifteen) days from the date of the Extraordinary General Meeting provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment by any regulatory authority or the Central Government, the allotment shall be completed within 15 days from the date of such approval.

- e) Identity of proposed allottee(s) of Equity shares and warrants and the percentage of the post issue capital that may be held by him / her on allotment of shares and conversion of the warrants into shares:

Sr. No.	Name of the Allottee	Category	Pre-issue holding		New Shares allotted	New warrants allotted	Post-issue holding	
			No. of shares	%			No. of shares	%
1	Ajay Anand	Promoter	49,75,412	21.35		700,000	56,75,412	23.20
Total Promoter			49,75,412	21.35		700,000	56,75,412	23.20
1	Varun Daga	Non Promoter	9,832	0.05	87,500	50,000	1,47,332	0.60
2	Charandeep Singh	Non Promoter	-	0.00	87,500	50,000	1,37,500	0.56
3	Salim Govani	Non Promoter	29,64,631	14.61	87,500	-	30,52,131	12.48
4	Ashok Hiremath	Non Promoter	1,24,977	0.62	56,500	-	1,81,477	0.74
5	Aditya Malhotra	Non Promoter	-	0.00		22,750	22,750	0.09
6	Dhruv Malhotra	Non Promoter	-	0.00		22,750	22,750	0.09
Total (Non Promoter)			30,99,440	15.28	319,000	145,500	35,63,940	14.57

- f) **Change in the Composition of the Board of Directors and Control of the Company:**

There will not be any change in the composition of the Board of Directors and control of the Company on account of the proposed preferential allotment but there will be a corresponding change in the shareholding pattern as well as voting rights consequent to the preferential allotment.

- g) **Non transferability of the Securities:**

The securities issued and allotted on a preferential basis hereunder will be subject to lock-in as specified under Chapter VII of the ICDR Regulations.

- h) **Issue Price:**

The price of Rs. 110/- per Equity Share and Warrants to be issued is set in accordance with the provisions of the Regulation 76(1) of ICDR Regulations and is higher than the minimum price arrived as stipulated in these Regulations, being Rs. 108.35/- per Equity Share/ Warrant.

- i) **Undertaking:**

- the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

The Board of Directors recommend the resolution set out at Item No. 1, 2 & 3 for approval of the shareholders as Special Resolutions.

The Board of Directors at its meeting held on Friday, February 24, 2017 has approved the issue and allotment of Equity Shares and Warrants convertible into equity shares on preferential basis in the manner stated above subject to approval of the Members of the Company by way of Special Resolution.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors/Key Managerial Personnel of the Company is, in anyway, concerned or interested in the above resolution except Mr. Ajay Anand and their relatives being either Shareholders or Directors in the Company.

By order of the Board of Directors

Ankit Parekh
Company Secretary

Place: Mumbai

Date: February 24, 2017

ROUTE MAP OF EGM VENUE
Vapi Railway Station to EGM VENUE

Drive 9.3 km, 23 min

