

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE is hereby given that the Extra-Ordinary General Meeting of the members of Stylam Industries Limited will be held on Wednesday, the 3<sup>rd</sup> day of May, 2017 on 10:00 a.m. at Chandigarh Club Limited, Sector – 1, Chandigarh - 160 019 to transact the following business:

**1. Increase in the Authorised Share Capital of the Company:-**

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

**“RESOLVED** that pursuant to the Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) Authorised Share Capital of the Company be and is hereby increased from the existing Rs. 80,500,000 (Eight Crore Five Lakh Only) divided into 80,50,000 (Eighty Lakh Fifty) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) to Rs. 8,55,00,000/- (Rupees Eight Crore Fifty Five Lakh Only) divided into 85,50,000 (Eighty Five Lakh Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each, by creation of additional 5,00,000 (Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each.

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Manit Gupta, Director and Mr. Manav Gupta, Director of the Company be and are hereby authorised severally on behalf of the Board of Directors of the Company to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate.

**2. Alteration of the Capital Clause in the Memorandum of Association and Articles of Association of the Company:-**

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

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 sub-section (1), the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as is under:

V. The Authorised Share Capital of the Company is Rs. 8,55,00,000/- (Rupees Eight Crore Fifty Five Lakh Only) divided into 85,50,000 (Eighty Five Lakh Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each.

**“RESOLVED FURTHER THAT** consequent upon the increase in the Share Capital, the existing of the Articles of Association of the Company regarding Authorised Capital be and is hereby amended as under:

The Authorised Share Capital of the Company is Rs. 8,55,00,000/- (Rupees Eight Crore Fifty Five Lakh Only) divided into 85,50,000 (Eighty Five Lakh Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each.

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Manit Gupta, Director and Mr. Manav Gupta, Director of the Company be and are hereby authorised severally on behalf of the Board of Directors of the Company to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate.

**3. To issue Equity Shares on preferential basis to Non-Promoter:**

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

**“RESOLVED THAT** in accordance with:

- a) the provisions of sections 42, 62 and other relevant provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014,

- b) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("SEBI LODR Regulations") and Listing Agreement executed by the Company with the BSE Limited ("BSE") ("Stock Exchange") where the equity shares of the Company is listed and traded,
- c) the provisions of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force),
- d) the relevant provisions of the Memorandum and Articles of Association of the Company,
- e) other applicable rules, regulations, statutes, notifications, clarifications and/or guidelines, if any, of SEBI, RBI, Government of India, Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce and Industry (Foreign Investment Promotion Board/ Secretariat for Industrial Assistance) and such other authorities as may be applicable;

and subject to

- f) the requisite approvals, consents, permissions or sanctions (if any), as may be required to be obtained from any banks or financial institutions or any regulatory authority, wherever necessary,
- g) the provisions of Foreign Exchange Management Act, 1999, as amended including the Foreign Exchange Management (Transfer or Issue of Security by a person resident outside India) Regulations, 2000 as amended from time to time,
- h) further subject to such terms, conditions, stipulations and modifications as may be prescribed, imposed or suggested by any of the statutory or regulatory authorities including the Stock Exchange which the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) be and is hereby authorised to accept,
- i) subject to such conditions and modifications as may be considered appropriate by the Board, consent and approval of the Company be and is hereby accorded to create, offer, issue and allot up to 8,50,000 Equity shares ("Issue Shares") of Rs. 10 each, on a preferential basis for cash at a price of Rs. 601/- (Rupees Six Hundred One Only) per Issue Share aggregating upto Rs. 51,08,50,000/- (Rupees Fifty One Crore Eight Lakh Fifty Thousand Only), including premium of Rs. 591/- (Rupees Five Hundred Ninety One Only) per Issue Share, to the below mentioned proposed non-promoters allottee ("Investor") in accordance with the provisions of the SEBI (ICDR) Regulations on such terms and conditions and in such manner, as the Board may, in its discretion, think fit ("Preferential Issue");

Sr. No	Name of the proposed allottee	Category	No of Equity Shares to be proposed	Consideration Payable (Rs.)
1	Lighthouse Emerging India Investors, Limited	Non-Promoter - Foreign Bodies Corporate	8,50,000	51,08,50,000/-
<b>Total</b>			<b>8,50,000</b>	<b>51,08,50,000/-</b>

**RESOLVED FURTHER THAT** the allotment of the Issue Shares pursuant to this resolution shall be made within 15 days from the date of receipt of approval of the shareholders, provided that where the allotment of the said Issue Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of grant of such approval.

**RESOLVED FURTHER THAT** the price of the Issue Shares has been calculated in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations. 'Relevant Date' for the purpose of calculating the price of the Issue Shares is **Monday, April 03, 2017** the date which is 30 days prior to the date of shareholders meeting for approving the Preferential Issue.

**RESOLVED FURTHER THAT** the allotment of the Issue Shares shall be made in dematerialized form.

**RESOLVED FURTHER THAT** the Issue Shares so issued and allotted as above shall be locked in as per the provisions of Chapter VII of the SEBI ICDR Regulations

**RESOLVED FURTHER THAT** the Issue Shares shall be listed on the Stock Exchange, where the existing equity shares of the Company are listed.

**RESOLVED FURTHER THAT** the Issue Shares so issued by the Company to the Investor on a preferential basis, shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects, including as to dividend.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do and carry out all such acts, deeds, matters and things as it may in its sole discretion deem necessary for such purpose, including without limitation, appointment of consultants, solicitors, scrutinizers or any other agencies as may be required, and entering into arrangements for listing, trading, depository services and such other arrangements and agreements as may be necessary, with full powers to settle any question, difficulty or doubt that may arise at any time in relation to the issue or allotment of said Issue Shares and utilisation of issue proceeds thereof.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the Preferential Issue, Mr. Manit Gupta, Director and Mr. Manav Gupta, Director of the Company be and are hereby authorised severally on behalf of the Company, to sign all documents and settle all questions, difficulties, or doubts that may arise in regard to the issue, offer and allotment of the securities and utilization of the issue proceeds as they may in their absolute discretion deem fit, including but not limited to seeking listing of the Issue Shares on the relevant stock exchange(s) as appropriate, opening bank accounts on behalf of the Company, making, amending and finalizing all applications for any approvals, consents or permissions as may be considered necessary, proper and expedient, making disclosures to the Stock Exchange where the securities of the Company are listed, including sub-delegating the above powers any committee of the Board, any other director or officer of the Company, to the extent deemed necessary and expedient, to form a Committee and /or delegate all or any of their powers to any committee of directors (including any officer(s) of the Company) and are authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deemed necessary or desirable for such purpose in the best interest of the Company to give effect to the aforesaid resolution 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.”

#### **NOTES:**

- 1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The proxy form in order to be effective must be deposited with the Company not less than 48 hours before the time fixed for commencement of the Meeting. The proxy form is enclosed herewith the Notice.**
2. Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Extraordinary General Meeting.
3. Members/Proxies attending the meeting are requested to bring the Attendance Slip (duly completed) to the Meeting.
4. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto and forms part of notice.
5. Members, who have registered their email addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of EGM by email and others are being sent by post.
6. In accordance with provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means (“e-voting”) to its members. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner. It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link [www.evotingindia.com](http://www.evotingindia.com) during the following voting period:

**E-voting: 30<sup>th</sup> April 2017 to 02<sup>nd</sup> May 2017**  
**Timings: From 10.00 am To 5.00 pm**

During the e-voting period, Shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the recorded date may cast their vote electronically or voting at the venue of the Meeting through ballot paper. The record date for the purpose of e-voting is **26<sup>th</sup> April 2017**.

7. The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the members who have not registered their e-mail IDs with the Company along with physical copy of the notice. Those members who have registered their e-mail IDs with the Company / their respective Depository

8. Process and manner for members opting for voting are as under:

In compliance with the provisions of Section 108 of the Companies Act, 2013, and rules framed thereunder, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS2) issued by The Institute of Company Secretaries of India, the Members are provided with the facility to cast their votes electronically, through the e-voting services provided by the Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice. The Members may cast their votes using an electronic voting system from a place other than the venue of the EGM (e-voting). The instructions for e-voting are given herein below. The Resolutions passed by the Members through e-voting are deemed to have been passed as if they have been passed at the EGM

The facility for voting through ballot paper voting system shall also be made available at the venue of the Meeting and the Members attending the Meeting who have not cast their vote by e-voting shall be able to vote at the Meeting through ballot paper voting system.

The Members who have cast their vote by e-voting may also attend the Meeting but shall not be entitled to cast their vote again

9. Instructions for Members for voting electronically are as under:-

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on “Shareholders” tab.
- (iii) Now, select “The Stylam Industries Limited” from the drop down menu and click on “SUBMIT.”
- (iv) Now enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID).  
Members holding shares in physical form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used
- (vi) For Shareholders holding shares in physical form and first time users holding shares in electronic form, the steps given below are to be followed:

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. <ul style="list-style-type: none"> <li>● Members who have not updated their PAN with the Company/DP are requested to use the first two letters of their name in CAPITAL followed by the last 8 digits of their demat account number/Folio No., as the case may be, in the PAN field.</li> <li>● In case the Folio No. is less than 8 digits enter the applicable number of 0s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar and Folio No. is 1 then enter RA00000001 in the PAN field.</li> </ul>
Date of Birth or Date of Incorporation	Enter the Date of Birth as recorded in your demat account or in the Company’s records for the said demat account in dd/mm/yyyy format or enter Folio No.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) For Members holding shares in physical form, the login details can be used only for e-voting on the resolutions contained in this Notice. On logging in, Members holding shares in physical form will be directed to the Company selection screen.
- (ix) 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 electronic holders for voting on resolutions of other companies, as well, on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) Click on the EVSN for Stylam Industries Limited.
- (xi) 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.
- (xii) Click on the “Resolutions File” Link if you wish to view the entire Notice.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the voting done by you.

- (xvi) If an electronic account holder has forgotten the set password, then he has a 'Forgot password' option to reset the password.
- (xvii) Note for Institutional Shareholders:
- Institutional shareholders (i.e. other than Individuals, HUFs, NRIs etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details, they have to create a compliance user 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- (xviii) 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

10. The Company has appointed Mr. Sanjiv Kumar Goel, Practicing Company Secretary (Membership No. 2107 & CP No. 1248, as 'scrutinizer' (the "Scrutinizer") to scrutinize the e-voting and voting at the meeting through ballot paper in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose
11. The scrutinizer, after scrutinizing the votes cast at the meeting (ballot paper) and through e-voting, will, not later than three days of the conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Board of Directors of the Company. The results declared alongwith the consolidated scrutinizer's report shall be placed on the website of the Company- [www.stylam.com](http://www.stylam.com). The results shall simultaneously be communicated to the Stock Exchange.

By Order of the Board  
For Stylam Industries Limited

S/d  
Mohinder Singh  
Company Secretary  
Place: Chandigarh  
Date: April 06, 2017

**ANNEXURE TO THE NOTICE**  
**EXPLANATORY STATEMENT TO BE ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item 1: Increase in the Authorised Share Capital of the Company.**

The Company is in need of equity infusion, and therefore proposing to raise further capital. However the proposed increase in paid-up Capital will not be sufficient under the existing Authorised Capital, due to which the Company proposes to increase the authorised share capital from the existing Rs. 80,500,000 (Eight Crore Five Lakh Only) divided into 80,50,000 (Eighty Lakh Fifty) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) to Rs. 8,55,00,000/- (Rupees Eight Crore Fifty Five Lakh Only) divided into 85,50,000 (Eighty Five Lakh Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each, by creation of additional 5,00,000 (Five Lakh) Equity Shares of Rs. 10/-(Rupees Ten only) each.

The Resolution seeks approval of Members

None of the Directors / key managerial persons of the Company or their relatives are interested, financially or otherwise, in the aforesaid resolution.

**Item 2: Alteration of the Capital Clause in the Memorandum of Association and Articles of Association of the Company.**

In light of the above item no. 1, the authorised share capital is sought to be increased from the existing Rs. 80,500,000 (Eight Crore Five Lakh Only) divided into 80,50,000 (Eighty Lakh Fifty) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) to Rs. 8,55,00,000/- (Rupees Eight Crore Fifty Five Lakh Only) divided into 85,50,000 (Eighty Five Lakh Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each, by creation of additional 5,00,000 (Five Lakh) Equity Shares of Rs. 10/-(Rupees Ten only) each and in order to conform to the requirements of the Companies Act, 2013, Clause V of the Memorandum of Association and alteration in Articles of Association of the Company must be amended.

A draft of the amended Memorandum of Association with the following Clause V was tabled and initialed for discussion:

V. The Authorised Share Capital of the Company is Rs. 8,55,00,000/- (Rupees Eight Crore Fifty Five Lakh Only) divided into 85,50,000 (Eighty Five Lakh Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each.

A draft of the amended Articles of Association was tabled and initialed for discussion:

The Authorised Share Capital of the Company is Rs. 8,55,00,000/- (Rupees Eight Crore Fifty Five Lakh Only) divided into 85,50,000 (Eighty Five Lakh Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each.

The Resolution seeks approval of Members.

None of the Directors / key managerial persons of the Company or their relatives are interested, financially or otherwise, in the aforesaid resolution.

**Item No. 3 To issue Equity Shares on preferential basis to Non - promoters**

Your Company's business is growing and the funds are required by the Company for augmenting long term capital resources, working capital requirement , investment in subsidiary including by way of by way of subscription, purchase or otherwise and for general corporate purposes.

It is proposed to raise funds by issue of equity shares through preferential allotment subject to statutory approvals and compliances as may be required to be obtained and complied with under applicable laws in India.

The Board at its meeting held on Thursday, April 06, 2017 approved the proposed issue of up to 8,50,000 equity shares of face value Rs.10/- each, on a preferential basis for cash at a price of Rs. 601/- (Rupees Six Hundred One Only) per Issue Share aggregating upto Rs. 51,08,50,000/- (Rupees Fifty One Crore Eight Lakh Fifty Thousand Only), including premium of Rs. 591/- (Rupees Five Hundred Ninety One Only) per Issue Share, to the below mentioned proposed non-promoters allottee ("Investor") in accordance with the provisions of the SEBI (ICDR) Regulations on such terms and conditions and in such manner, as the Board may, in its discretion, think fit ("Preferential Issue");

Sr. No	Name of the proposed allottee	Category	Pre-Holding (%)	No of Equity Shares to be proposed	Consideration Payable (Rs.)	Post-Holding (%)
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1	Lighthouse Emerging India Investors, Limited	Non-Promoter - Foreign Bodies Corporate	Nil	8,50,000	51,08,50,000/-	10.41%
<b>Total</b>			<b>Nil</b>	<b>8,50,000</b>	<b>51,08,50,000/-</b>	<b>10.41%</b>

The proposed issue and allotment of the Issue Shares will *inter-alia* be governed by the Companies Act, 2013 read with the rules framed there under (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, the listing agreement entered into between the Company and Stock Exchange where the equity shares of the Company are listed, the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 (“**SEBI ICDR Regulations**”) as amended from time to time.

The issuance of the Issue Shares to the Investor on a preferential basis will be subject to customary conditions including applicable governmental and regulatory approvals and other third party approvals. The satisfaction of these conditions is not necessarily within the control of the Company. The Issue Shares allotted to the Investor shall rank *pari-passu* with all other equity shares of the Company in respect of all rights including dividend.

The Company submits the following information for taking appropriate decision for approval of the proposed resolution set out in Item No. 3 of the Notice of the meeting by way of **Special Resolution**:

a	The objects of the above preferential issue	The funds are required by the Company for augmenting long term capital resources, working capital requirement and for general corporate purposes.																																					
b	The proposal of the promoters, directors or key managerial personnel of the issue to subscribe to the offer	Promoters, Directors or Key Managerial Personnel do not intend to subscribe to the offer.																																					
c	The shareholding pattern of the issuer before and after the preferential issue	<table border="1"> <thead> <tr> <th rowspan="2">Category</th> <th colspan="2">Pre preferential issue</th> <th colspan="2">Post preferential issue</th> </tr> <tr> <th>No of Shares</th> <th>%</th> <th>No of Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter (A)</td> <td>43,04,056</td> <td>58.83</td> <td>43,04,056</td> <td>52.71</td> </tr> <tr> <td>Public (B)</td> <td>30,12,144</td> <td>41.17</td> <td>38,62,144</td> <td>47.29</td> </tr> <tr> <td>Total (A) + (B)</td> <td>73,16,200</td> <td>100.00</td> <td>81,66,200</td> <td>100.00</td> </tr> <tr> <td>Non – Promoter Non Public (C)</td> <td>0</td> <td>-</td> <td>0</td> <td>-</td> </tr> <tr> <td>Grand Total (A) + (B) + (C)</td> <td>73,16,200</td> <td>100.00</td> <td>81,66,200</td> <td>100.00</td> </tr> </tbody> </table>				Category	Pre preferential issue		Post preferential issue		No of Shares	%	No of Shares	%	Promoter (A)	43,04,056	58.83	43,04,056	52.71	Public (B)	30,12,144	41.17	38,62,144	47.29	Total (A) + (B)	73,16,200	100.00	81,66,200	100.00	Non – Promoter Non Public (C)	0	-	0	-	Grand Total (A) + (B) + (C)	73,16,200	100.00	81,66,200	100.00
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d	The time within which the preferential issue shall be completed	The issue and allotments under Preferential Issue process is to be completed within the statutory time limits prescribed by the regulatory authorities from the date of this meeting subject to all the necessary approvals being in place.																																					
e	The identity of (the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control) the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue	<b>Name of the Proposed Allottee</b>	<b>Post Issue Holdings</b>	<b>Natural persons who are the ultimate beneficial owners / ultimately controlling the proposed allottee</b>																																			
		Lighthouse Emerging India Investors, Limited	10.41%	Lighthouse Emerging India Investors, Limited is a wholly owned subsidiary of India 2020 Fund II, Limited, a SEBI registered FII. There is no natural person / individual who are ultimately holding greater than or equal to 25% beneficial ownership interest directly / indirectly in the entity.																																			
		The allotment would not result in any change in the control or management of the affairs of the Company																																					
f	An undertaking that the issuer shall re-compute the price of the specified	As the shares of the Company are listed with the BSE Limited for more than six (6) months, the same is not applicable to the																																					

	securities in terms of the provisions of these regulations where it is required to do so	Company.
g	An undertaking that 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	As the shares of the Company are listed with the BSE Limited for more than six (6) months, the same is not applicable to the Company.
h	Relevant Date	The Relevant Date shall be <b>Monday, April 03, 2017</b> which is 30 days prior to the date of Shareholders Meeting for approval of the preferential allotment.
i	Pricing of the issue	The equity shares shall be priced at Rs.601/- per equity share, which is higher than the minimum pricing (i.e. Rs.520.48/-) as per the provisions of Chapter VII of the SEBI ICDR Regulations.
j	Payment and conversion terms	Full consideration shall be paid by the allottee before the time of allotment of such shares.
k	Auditor's Certificate	A copy of the Auditor's certificate certifying the compliance with SEBI (ICDR) Regulations, will be placed before the shareholders at the meeting and will also be open for inspection at the Registered Office of the Company from 11 a.m. to 3 p.m. on any working day upto the date of the meeting.
l	Lock In	The Issue shares to be allotted on preferential basis shall be locked-in as prescribed under the provisions of Chapter VII of the SEBI ICDR Regulations.
m	The total number of shares or other securities to be issued	8,50,000 Equity Shares of face value of Rs.10/-each.
n	The class or classes of persons to whom the allotment is proposed to be made	Non Promoter & Non – QIBs
o	The change in control, if any, in the company that would occur consequent to the preferential offer	The allotment of Issue Shares would not result in any change in the control or management of the affairs of the Company.
p	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	Not Applicable
q	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not applicable

The consent of the members is now being sought under Section 42 and 62 of the Companies Act, 2013 read with rules framed there under, Chapter VII of the SEBI ICDR Regulations, and provisions of the listing agreement executed by the Company with the Stock Exchange where the equity shares of the Company are listed.

None of the Directors and Key Managerial Personnel along with their relatives may be deemed to be concerned or interested in the aforesaid resolution except to the extent of their shareholding, if any.

The Board of Directors of the Company believes that the aforesaid preferential issue is in the best interest of the Company and hence, recommends the special resolution for the approval of the shareholders.

By Order of the Board  
For Stylam Industries Limited

S/d  
Mohinder Singh  
Company Secretary  
Place: Chandigarh  
Date: April 06, 2017





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

CIN: L20211CH1991PLC011732

Registered office: SCO 14, Sector 7-C, Madhya Marg, Chandigarh.

Tel: +91 172 5021555; Email : [cs@stylam.com](mailto:cs@stylam.com), website: [www.stylam.com](http://www.stylam.com)

## ATTENDANCE SLIP

PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Registered Folio No./DP ID No. / Client ID No.	
Name and address of the Member(s)	
Joint Holder 1 Joint Holder 2	
Number of Shares held:	

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

I hereby record my presence at the Extra Ordinary General Meeting of the Company at Chandigarh Club, Sector-1, Chandigarh on Wednesday, 3<sup>rd</sup> May, 2017 at 10.00 a.m.

\_\_\_\_\_  
Name of the member / proxy

\_\_\_\_\_  
Signature of member / proxy

Note:

1. Please fill up the attendance slip and hand it over at the entrance of the meeting hall.

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL.

EVSN (Electronic Voting Sequence Number)	*Default PAN
170405002	

\*Only Member who have not updated their PAN with Company / Depository Participant shall use default PAN in the Pan Field.

Note: Please read the instructions printed in the Notice of Extra Ordinary General Meeting dated 3<sup>rd</sup> May, 2017. The Voting period starts from 30<sup>th</sup> April, 2017 at 10.00 a.m. and ends on 2<sup>nd</sup> May, 2017 at 5.00 p.m. The voting module shall be disabled by CDSL for voting thereafter.



### PROXY FORM

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

<b>CIN</b>	<b>L20211CH1991PLC011732</b>
<b>Name of Company</b>	<b>STYLAM INDUSTRIES LIMITED</b>
<b>Registered Office</b>	<b>SCO-14, SECTOR-7C. CHANDIGARH-160019, Tel: 0172-5021555, Fax: 0172-5021495 Website: www.stylam.com Email :cs@stylam.com</b>

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:

1) Name: ----- Address: -----Email Id: ---

----- Signature: -----or failing him/her

2 ) Name: ----- Address: -----Email Id: ---

----- Signature: -----or failing him/her as

my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the the Extra Ordinary General Meeting of the Company to be held on Wednesday, the 3<sup>rd</sup> May, 2017 at 10:00 a.m.at “CHANDIGARH CLUB” SECTOR-1, CHANDIGARH and at any adjournment thereof in respect of such resolutions as are indicated below:

<b><u>Resolution No.</u></b>	<b><u>Resolutions</u></b>
<b><u>1.</u></b>	<b>Increase in the Authorised Share Capital of the Company</b>
<b><u>2.</u></b>	<b>Alteration of the Capital Clause in the Memorandum of Association and Articles of Association of the Company:</b>
<b><u>3.</u></b>	<b>To issue Equity Shares on preferential basis to Non-Promoter</b>

Signed this            day of May            2017

Signature of the Shareholder: \_\_\_\_\_

Signature of the proxy holder(s): \_\_\_\_\_

Note: This form of proxy in order to be effective should be duly completed, stamped, dated and signed and deposited at the Registered Office Stylam Industries Limited not later than 48 hours before the time for holding the meeting.

