

NATIONAL PLYWOOD INDUSTRIES LTD.

(CIN: L20211AS1973PLC001856)

Regd. Office: P.O.MakumPathar 786187, Margherita, Dist. Tinsukia (Assam)

Corporate Office: 5, Fancy Lane, 7th Floor, Kolkata 700001

Tel.: (033)22480116/7, Fax: (033)22481246, Website: www.nationalplywood.net,

Email id: info.npil.ho@nationalplywood.net

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting of the Members of **NATIONAL PLYWOOD INDUSTRIES LIMITED** will be held at the Registered Office of the Company at MakumPathar, Margherita 786187, Dist. Tinsukia, Assam, on Thursday, August 23, 2018, at 11.30 a.m. to transact the following business:

SPECIAL BUSINESS:

1. Increase of Authorised Share Capital

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 the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Article 49 of the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crores Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT the existing Clause 6 of the Memorandum of Association of the Company, relating to the Share Capital be and is hereby replaced with the following new Clause 6:

6. The Authorised Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each. The Company shall have power to increase or reduce the Share Capital from time to time as it may think fit & proper.

RESOLVED FURTHER THAT the existing Clause 4 of the Articles of Association of the Company, relating to the Share Capital be and is hereby replaced with the following new Clause 4:

4. The Authorised Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each.

2. Issue of Equity Shares on a Preferential Basis

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 Sections 23, 41, 42, 62(1)(c), 179 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof), the rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), the uniform listing agreement entered into by the Company with the stock exchanges, on which the Equity Shares having face value of Rs. 10/- each of the Company (“Equity Shares”) are listed, and subject to other applicable rules, regulations and guidelines issued by Ministry of Corporate Affairs (“MCA”), the Registrar of Companies, Shillong (“ROC”), Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”),

Government of India (“GOI”), BSE Limited (“BSE” / “Stock Exchange”) and / or any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”), from time to time and to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary or required from the Applicable Regulatory Authorities in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions, which may be agreed to by the Board of Directors (hereinafter referred to as “Board”, which term shall include any committee thereof, which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) and in accordance with and subject to the provisions of the Memorandum and Articles of Association of the Company, the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, on a Preferential Basis, upto 1,89,89,000(One Crore Eighty Nine Lacs and Eighty Nine Thousand) Equity Shares, of Face Value of Rs. 10/- each of the Company, to the following Investors (hereinafter referred to as “Proposed Investors”), at a price mentioned below, which is not less than the price determined in accordance with Chapter VII of the SEBI ICDR Regulations (hereinafter referred to as the “SEBI Price”) and on such other terms and conditions that the Board may deem appropriate in its absolute discretion:

Sr. No.	Name of the Proposed Investors	Category	Maximum Number of Equity Shares proposed to be allotted	Price per Equity Share	Consideration *
1	Chandrakanta Periwal	Promoter	1,123,500	Rs. 15/-	Consideration other than cash
2	Madhulika Periwal	Promoter	898,800	Rs. 15/-	Consideration other than cash
3	Malvika Periwal	Promoter	674,100	Rs. 15/-	Consideration other than cash
4	Stuti Periwal	Promoter	674,100	Rs. 15/-	Consideration other than cash
5	Akshaye Periwal	Promoter	674,100	Rs. 15/-	Consideration other than cash
6	M. N. Saw Cum Veneer Mills Private Limited	Non-Promoter	600,000	Rs. 15/-	Consideration other than cash
7	Piyush Periwal	Promoter	89,880	Rs. 15/-	Consideration other than cash
8	Kalpna Chandak	Non-Promoter	89,880	Rs. 15/-	Consideration other than cash
9	Divya Agarwal	Non-Promoter	89,880	Rs. 15/-	Consideration other than cash
10	Saurabh Chandak	Non-Promoter	89,880	Rs. 15/-	Consideration other than cash
11	Sushil Kumar Agarwala	Non-Promoter	89,880	Rs. 15/-	Consideration other than cash
12	M/s. Hazarimal Laxminarayan	Promoter	23,27,333	Rs. 15/-	Conversion of Loan
13	Mtitanium Apartments Private Limited	Non-Promoter	1,500,000	Rs. 15/-	Conversion of Loan
14	Samra Importex Private Limited	Non-Promoter	400,000	Rs. 15/-	Conversion of Loan
15	Piyush Periwal	Promoter	152,667	Rs. 15/-	Conversion of loan
16	Narottam Investments & Trading Co. Ltd.	Promoter	126,000	Rs. 15/-	Conversion of loan
17	Chandrakanta Periwal	Promoter	113,333	Rs. 15/-	Conversion of loan

18	Madhulika Periwal	Promoter	110,000	Rs. 15/-	Conversion of loan
19	Malvika Periwal	Promoter	86,000	Rs. 15/-	Conversion of loan
20	Stuti Periwal	Promoter	66,667	Rs. 15/-	Conversion of loan
21	Madhu Jayakumar	Non-Promoter	1,500,000	Rs. 17/-	Cash
22	Harsha Raghavan	Non-Promoter	1,052,750	Rs. 17/-	Cash
23	Chetan Shah	Non-Promoter	600,000	Rs. 17/-	Cash
24	Raj Kumar Agarwal	Non-Promoter	500,000	Rs. 17/-	Cash
25	B. Arun Kumar Capital & Credit Services Pvt Ltd.	Non-Promoter	500,000	Rs. 17/-	Cash
26	Vikas Khemani	Non-Promoter	500,000	Rs. 17/-	Cash
27	Shalini Gupta	Non-Promoter	300,000	Rs. 17/-	Cash
28	Rajiv Jhunjunwala	Non-Promoter	255,000	Rs. 17/-	Cash
29	Laxmi Devi Jhunjunwala	Non-Promoter	255,000	Rs. 17/-	Cash
30	Shruti Sikaria	Non-Promoter	250,000	Rs. 17/-	Cash
31	Siddharth Sikaria	Non-Promoter	250,000	Rs. 17/-	Cash
32	Sangeetha Saboo	Non-Promoter	200,000	Rs. 17/-	Cash
33	Dalal&Broacha Stock Broking Pvt. Ltd.	Non-Promoter	200,000	Rs. 17/-	Cash
34	Abhay Agarwal	Non-Promoter	200,000	Rs. 17/-	Cash
35	Rakesh Mehra	Non-Promoter	200,000	Rs. 17/-	Cash
36	Rajat Kejriwal	Non-Promoter	150,000	Rs. 17/-	Cash
37	Radha Kothari	Non-Promoter	150,000	Rs. 17/-	Cash
38	Bela Drolia	Non-Promoter	150,000	Rs. 17/-	Cash
39	AlpanaParida	Non-Promoter	150,000	Rs. 17/-	Cash
40	Sumeet Chopra	Non-Promoter	150,000	Rs. 17/-	Cash
41	Arun Kumar Ganeriwal	Non-Promoter	100,000	Rs. 17/-	Cash
42	Vinod Kumar Kandoi HUF	Non-Promoter	100,000	Rs. 17/-	Cash
43	Rajni Agarwal	Non-Promoter	100,000	Rs. 17/-	Cash
44	Sandeep Dadia	Non-Promoter	100,000	Rs. 17/-	Cash
45	Nagesh Pinge	Non-Promoter	95,350	Rs. 17/-	Cash
46	NavinNayar	Non-Promoter	75,000	Rs. 17/-	Cash
47	AratiNayar	Non-Promoter	75,000	Rs. 17/-	Cash
48	GayatriBedi	Non-Promoter	51,900	Rs. 17/-	Cash
49	Sandeep Arya	Non-Promoter	50,000	Rs. 17/-	Cash
50	Sanjeev Arya	Non-Promoter	50,000	Rs. 17/-	Cash
51	Tanvi Kejriwal	Non-Promoter	50,000	Rs. 17/-	Cash
52	Viraj Kejriwal	Non-Promoter	50,000	Rs. 17/-	Cash
53	Pushpa Devi Kejriwal	Non-Promoter	50,000	Rs. 17/-	Cash
54	Ashok Kumar Sharma	Non-Promoter	50,000	Rs. 17/-	Cash

55	Neetasinha R Saini	Non-Promoter	45,000	Rs. 17/-	Cash
56	Amit Kumar Baheti	Non-Promoter	40,000	Rs. 17/-	Cash
57	Pushpa Devi Sarda	Non-Promoter	30,000	Rs. 17/-	Cash
58	Kanchan JayantilKaria	Non-Promoter	30,000	Rs. 17/-	Cash
59	Ankuranand Saini	Non-Promoter	30,000	Rs. 17/-	Cash
60	Aarav Muchhala	Non-Promoter	30,000	Rs. 17/-	Cash
61	Vinay Bagri	Non-Promoter	30,000	Rs. 17/-	Cash
62	Amit Jain	Non-Promoter	25,000	Rs. 17/-	Cash
63	Vinod Kumar Narendra Kr. Jain	Non-Promoter	25,000	Rs. 17/-	Cash
64	Jaswanth Kumar Narendra Kr. Jain	Non-Promoter	25,000	Rs. 17/-	Cash
65	Ubari Devi Narendra Kr. Jain	Non-Promoter	25,000	Rs. 17/-	Cash
66	Malini Keshava Murthy	Non-Promoter	20,000	Rs. 17/-	Cash
67	Sudarshan Mall	Non-Promoter	20,000	Rs. 17/-	Cash
68	PritiKarmalkar	Non-Promoter	15,000	Rs. 17/-	Cash
69	Abhishek Maheshwari	Non-Promoter	15,000	Rs. 17/-	Cash
70	Naitik Ramnik Faria	Non-Promoter	15,000	Rs. 17/-	Cash
71	Ravi Singh Saini	Non-Promoter	15,000	Rs. 17/-	Cash
72	Vedant Saini	Non-Promoter	15,000	Rs. 17/-	Cash
73	Jigna Shah	Non-Promoter	10,000	Rs. 17/-	Cash
74	Santosh Karmalkar	Non-Promoter	9,000	Rs. 17/-	Cash
75	HemlataSanka	Non-Promoter	10,000	Rs. 17/-	Cash
76	Praful Mewada	Non-Promoter	8,000	Rs. 17/-	Cash
77	Vijendra Dubey	Non-Promoter	10,000	Rs. 17/-	Cash
78	Jayaram Shetty	Non-Promoter	2,000	Rs. 17/-	Cash
79	Vijay Mankar	Non-Promoter	2,000	Rs. 17/-	Cash
80	Sameer Bapat	Non-Promoter	2,000	Rs. 17/-	Cash
TOTAL			1,89,89,000		

* For explanation on Consideration other than cash and Conversion of Loan, please refer Explanatory Statement

RESOLVED FURTHER THAT the Relevant Date for the purpose of pricing of the Equity Shares, in terms of the provisions of Chapter VII of the SEBI ICDR Regulations, shall be Tuesday, July 24, 2018, which is the day thirty days prior to the date of this Extraordinary General Meeting, being Thursday, August 23, 2018.

RESOLVED FURTHER THAT:

- i) In respect of the Equity Shares proposed to be allotted for Cash, the proposed investors shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted to them, on or prior to the date of the allotment of Equity Shares from their respective bank accounts;
- ii) In case of the Equity Shares proposed to be allotted against Conversion of Loan, the proposed allotment of the Equity Shares shall be against the conversion of loan received by the Company from the bank accounts of the respective proposed investor;
- iii) In case of the Equity Shares proposed to be allotted for Consideration other than Cash, the proposed allotment of the Equity Shares shall be valuable consideration received by the Company from the respective proposed investor;

RESOLVED FURTHER THAT the pre-preferential shareholding of the proposed investors, if any, as also the Equity Shares to be allotted to the proposed investors shall be subject to lock-in for such period as prescribed in Regulation 78 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time.

RESOLVED FURTHER THAT the Equity Shares proposed to be allotted to the proposed investors shall rank paripassu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) from the date of allotment thereof.

RESOLVED FURTHER THAT the Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of this special resolution provided that where the allotment of Equity Shares is subject to receipt of any approval from any applicable regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize all the terms and conditions and the structure of the proposed Equity Shares, take such steps and to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings and accept any alterations or modification(s) as it may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of the Equity Shares and the utilization of the issue proceeds in such manner as may be determined by the Board, subject however, to applicable laws, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may suo moto decide in its absolute discretion in the best interests of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to negotiate, modify, sign, execute, register, deliver including sign any declarations required in connection with the private placement offer letter for issue of the Equity Shares, term sheet, subscription agreement, purchase agreement, and other necessary agreements, memorandum of understanding, deeds, general undertaking / indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with the regulatory authorities, if any (“Transaction Documents”)) (whether before or after execution of the Transaction Documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (“Ancillary Documents”) as may be necessary or required for the aforesaid purpose including to sign and / or dispatch all forms, filings, documents and notices to be signed, submitted and / or dispatched by it under or in connection with the documents to which it is a party as well as to accept and execute any amendments to the Transaction Documents and the ancillary Documents and further to do all such other acts, deeds mentioned herein as they may deem necessary in connection with the issue of the Equity Shares in one or more tranches from time to time and matters connected therewith.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any Director(s) or Officer(s) of the Company in such manner as it may deem fit in its absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purpose of the issue and allotment of securities and settle any questions or difficulties that may arise in connection with the aforesaid resolutions.”

3. **Issue of Equity Share Warrants on a Preferential Basis**

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 Sections 23, 41, 42, 62(1)(c), 179 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof), the rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), the uniform listing agreement entered into by the Company with the stock exchanges, on which the Equity Shares having face value of Rs.

10/- each of the Company (“Equity Shares”) are listed, and subject to other applicable rules, regulations and guidelines issued by Ministry of Corporate Affairs (“MCA”), the Registrar of Companies, Maharashtra at Mumbai (“ROC”), Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), Government of India (“GOI”), BSE Limited (“BSE” / “Stock Exchange”) and / or any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”), from time to time and to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary or required from the Applicable Regulatory Authorities in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions, which may be agreed to by the Board of Directors (hereinafter referred to as “Board”, which term shall include any committee thereof, which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) and in accordance with and subject to the provisions of the Memorandum and Articles of Association of the Company, the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, on a Preferential Basis, upto 41,00,000 (Forty One Lacs) Equity Share Warrants (hereinafter referred to as “Warrants”), carrying an entitlement to subscribe to an equivalent number of Equity Shares of Rs. 10/- (Rupees Ten Only) each, to the following Investors (hereinafter referred to as “Proposed Investors”), at a price of Rs. 17/- per Equity Share (including a Premium of Rs. 7/- per Equity Share), which is not less than the price (hereinafter referred to as the “SEBI Price”) determined in accordance with Chapter VII of the SEBI ICDR Regulations and on such other terms and conditions that the Board may deem appropriate in its absolute discretion:

Sr. No.	Name of the Proposed Investors	Category	Maximum Number of Warrants proposed to be allotted	Conversion Price per Equity Share	Consideration
1	Harsha Raghavan	Non-Promoter	2,193,250	Rs. 17/-	Cash
2	B. Arun Kumar Capital & Credit Services Pvt Ltd.	Non-Promoter	500,000	Rs. 17/-	Cash
3	Vikas Khemani	Non-Promoter	500,000	Rs. 17/-	Cash
4	Deepak Saraf	Non-Promoter	200,000	Rs. 17/-	Cash
5	Nagesh Pinge	Non-Promoter	198,650	Rs. 17/-	Cash
6	Gayatri Bedi	Non-Promoter	108,100	Rs. 17/-	Cash
7	Stuti Periwal	Promoter	100,000	Rs. 17/-	Cash
8	Madhulika Periwal	Promoter	100,000	Rs. 17/-	Cash
9	Malvika Periwal	Promoter	100,000	Rs. 17/-	Cash
10	Smita Naresh Pachisia	Non-Promoter	100,000	Rs. 17/-	Cash
TOTAL			41,00,000		

RESOLVED FURTHER THAT the Relevant Date for the purpose of pricing of the Equity Shares resulting from the exercise of the option under the Warrants, in terms of the provisions of Chapter VII of the SEBI ICDR Regulations, shall be Tuesday, July 24, 2018, which is the day thirty days prior to the date of this Extraordinary General Meeting, being Thursday, August 23, 2018.

RESOLVED FURTHER THAT the Warrants shall be issued by the Company on the following terms and conditions:

- i) An amount equivalent to 25% of the Exercise Price of the Equity Shares arising out of the Warrants shall be payable at the time of making the application for the Warrants, as prescribed by Regulation 77 of the SEBI ICDR Regulations, which will be kept by the Company as a deposit to be adjusted and appropriated against the price of the Equity Shares payable by the Warrant holders at the time of exercising the option. A Warrant exercise price equivalent to the 75% of the issue price of the Warrants will be payable by the Warrant holders at the time of exercising the Warrants.
- ii) The option to acquire the Equity Shares can be exercised by the Warrant holders in one or more tranches on or before the expiry of 18 months from the date of allotment of the Warrants, by way of a written notice to the Company, specifying the number of warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion.

- iii) In the event the Warrant holders do not exercise the option under the Warrants within the time limit prescribed under point no. ii) above, the Warrants shall lapse and the deposit of 25% as indicated in point i) above shall stand forfeited by the Company.
- iv) The Warrants / Equity Shares, arising upon exercise of options under the Warrants, proposed to be allotted shall be subject to lock-in to be determined in accordance with the provision of Regulation 78(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time.
- v) In case in future, the Company declares any issue of Bonus Shares, Rights Shares or other similar benefits except dividend to the existing shareholders, then provision shall be made by the Company to provide similar benefits to the Warrant holders by reserving such benefit for the Warrant holders and the same shall accrue to the Warrant holders only upon exercise of option by them for acquiring the Equity Shares.
- vi) The issue of the Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid shall be governed by the respective provisions of the Act, the Memorandum & Articles of Association of the Company and also the Guidelines issued by SEBI or any other authority as the case may be, or any modifications thereof.
- vii) The Equity Shares to be issued and allotted to the Proposed Investors as a consequence of exercise of the option under the Warrants in the manner aforesaid shall be in dematerialized form and shall rank paripassu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.
- viii) The Warrants by itself, until exercise of conversion option and allotment of Equity Shares, does not give to the Warrant holders thereof any rights with respect to that of a shareholder of the Company.
- ix) Until the Warrants are transferred, the Company shall treat Warrant holders as the absolute owner for all purposes without being affected by any notice to the contrary.

RESOLVED FURTHER THAT the Warrants shall be allotted in dematerialized form within a period of 15 days from the date of passing of this special resolution provided that where the allotment of Warrants is subject to receipt of any approval from any applicable regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize all the terms and conditions and the structure of the proposed Warrants and Equity Shares resulting from the exercise of the option under the Warrants, take such steps and to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings and accept any alterations or modification(s) as it may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of the Warrants and Equity Shares resulting from the exercise of the option under the Warrants (including in relation to the issue of such Warrants and Equity Shares resulting from the exercise of the option under the Warrants in one or more tranches from time to time) and the utilization of the issue proceeds in such manner as may be determined by the Board, subject however, to applicable laws, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may suo moto decide in its absolute discretion in the best interests of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize all the terms and conditions and the structure of the proposed Warrants and Equity Shares resulting from the exercise of the option under the Warrants, take such steps and to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings and accept any alterations or modification(s) as it may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of the Warrants and Equity Shares resulting from the exercise of the option under the Warrants (including in relation to the issue of such Warrants and Equity Shares resulting from the exercise of the option under the Warrants in one or more tranches from time to time) and the utilization of the issue proceeds in such manner as may be determined by the Board, subject however, to applicable laws, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may suo moto decide in its absolute discretion in the best interests of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to negotiate, modify, sign, execute, register, deliver including sign any

declarations required in connection with the private placement offer letter for issue of the Warrants / Equity Shares resulting from the exercise of the option under the Warrants, term sheet, subscription agreement, purchase agreement, and other necessary agreements, memorandum of understanding, deeds, general undertaking / indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with the regulatory authorities, if any (the "Transaction Documents") (whether before or after execution of the Transaction Documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (the "Ancillary Documents") as may be necessary or required for the aforesaid purpose including to sign and / or dispatch all forms, filings, documents and notices to be signed, submitted and / or dispatched by it under or in connection with the documents to which it is a party as well as to accept and execute any amendments to the Transaction Documents and the Ancillary Documents and further to do all such other acts, deeds mentioned herein as they may deem necessary in connection with the issue of the Warrants Equity Shares resulting from the exercise of the option under the Warrants in one or more tranches from time to time and matters connected therewith.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any Director(s) or Officer(s) of the Company in such manner as it may deem fit in its absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purpose of the issue and allotment of securities and settle any questions or difficulties that may arise in connection with the aforesaid resolutions."

4. Raising of Financial Resources

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 Sections 23, 41, 42, 62, 71 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, and such other rules and regulations made thereunder (including any amendments, statutory modification(s) and / or re-enactment thereof for the time being in force) ("the Companies Act"), and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (including any amendments, statutory modification(s) and / or re-enactment thereof for the time being in force) ("the ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulation"), to the extent applicable, the provisions of the Foreign Exchange Management Act, 1999, (including any amendments, statutory modification(s) and I or re-enactment thereof for the time being in force) ("the FEMA"), the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 ("the FCCBs Scheme, 1993"), to the extent applicable, the Depository Receipts Scheme, 2014 ("the DR Scheme, 2014"), the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India and the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident outside India) Regulations, 2000, (including any amendments, statutory modification(s) and I or re-enactment thereof for the time being in force) and all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, as amended from time to time, issued by the Government of India ("GOI"), the Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), BSE Limited and National Stock Exchange of India Limited ("the Stock Exchanges"), and / or any other regulatory / statutory authorities, to the extent applicable and subject to the approvals, permits, consents and sanctions of any regulatory / statutory authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, 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 a committee constituted / to be constituted by the Board to exercise its powers including powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot at an appropriate time (including with provisions for reservations on firm and / or competitive basis, for such part of issue and for such categories of persons as may be permitted) such number of Equity Shares of the Company of face value Rs. 10/- each ("the Equity Shares") and / or American Depository Receipts ("ADRs") and / or Global Depository Receipts ("GDRs") and / or other securities convertible into equity shares and / or Non-Convertible Debentures with or without

warrants and / or Foreign Currency Convertible Bonds (“FCCBs”) and / or a combination thereof, (hereinafter referred to as “Securities”) with or without premium, to be subscribed to in Indian and / or any foreign currency/ies, in one or more tranches for cash, at such price or prices, in terms of the applicable regulations and as permitted under the applicable laws, in consultation with the Merchant Banker(s) and / or other Advisor(s) or otherwise, for an aggregate amount upto Rs. 30,00,00,000/- (Rupees Thirty Crores Only), in one or more tranches by way of Further Public Offer / Qualified Institutions Placement (“QIP”) / Preferential Issue / Rights Issue or any other method, to the eligible investors, whether or not such investors are members of the Company, to all or any of them, jointly or severally through an offer / placement document / private placement offer letter and / or other letter or circular (“Offering Document / Placement Document / Disclosure Document / Information Memorandum”) on such terms and conditions, including the terms of the issue, type of Securities to be issued, fixing the record date, and at such price, as may be permitted under the applicable laws and/or as may be permitted by the relevant regulatory / statutory authority, in such manner as may be deemed appropriate by the Board at its absolute discretion and without requiring any further approval or consent from the members.

FURTHER RESOLVED THAT the Equity Shares as may be required to be issued and allotted in accordance with the terms of the offer shall rank paripassu inter-se and with the then existing Equity Shares of the Company in all respects.

FURTHER RESOLVED THAT in the event the proposed issuance of Securities is undertaken by way of a QIP in terms of Chapter VIII of the ICDR Regulations:

- a) the allotment of Securities shall be completed within 12 months from the date of passing of the Special Resolution or such other time as may be allowed under the ICDR Regulations from time to time;
- b) the relevant date for the purpose of pricing the Securities shall, subject to applicable law, be the date of the meeting in which the Board / Committee decides to open the proposed issue or such other date as may be permitted under the ICDR Regulations, as amended; and
- c) the QIP shall be made at such price not less than the price determined in accordance with the pricing formula provided under the ICDR Regulations (“QIP Floor Price”) and the price determined for a QIP shall be subject to appropriate adjustments as per the provisions of Regulation 85(4) of the ICDR Regulations, as may be applicable and the Board may, at its absolute discretion, may offer a discount of not more than 5% (five per cent) or such other percentage as may be permitted under applicable law on the QIP Floor Price.

FURTHER RESOLVED THAT in the event the Securities are proposed to be issued, as ADRs or GDRs, the pricing of the Securities and the relevant date, if any, for the purpose of pricing of the Securities to be issued pursuant to such issue shall be determined in accordance with the provisions of applicable laws including the provisions of the DR Scheme, 2014, the Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004 and such other notifications, clarifications, circulars, guidelines, rules and regulations issued by relevant authorities (in each case including any statutory modifications, amendments or re-enactment thereof).

FURTHER RESOLVED THAT in the event the Securities are proposed to be issued as FCCBs, the pricing of the Securities and the relevant date, if any, shall be determined in accordance with the provisions of the FCCBs Scheme, 1993, to the extent applicable, issued by the Ministry of Finance and such other notifications, clarifications, circulars, guidelines, rules and regulations issued by relevant authorities (in each case including any statutory modifications, amendments or re-enactment thereof).

FURTHER RESOLVED THAT the Board be and is hereby authorised to appoint Lead Manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, debenture trustees, consultants and all such other agencies / intermediaries as are or may be required to be appointed, involved or concerned and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memorandums, documents, etc. with such agencies and also to seek the listing of such Securities on the Stock Exchanges.

FURTHER RESOLVED THAT the Board be and is hereby authorized, on behalf of the Company, to take all actions and do all such acts, deeds, matters and things and sign such documents as may be required in furtherance of, or in relation to, or ancillary to, the issue, offer and allotment of Securities including the finalization and approval of the draft as well as final offer document(s), determining the form and manner of the Issue, identification of the investors to whom the Securities are to be offered, utilization of the issue

proceeds, authorising any Director or Officer of the Company to sign offer documents, execute any necessary documents, agreements, forms, deeds, appointment of intermediaries, open and close the period of subscription of the Issue, determine the issue price, premium amount on issue discounts as permitted under applicable law and all other terms and conditions of the Securities, signing of declarations, filing of necessary forms with regulatory authorities and to amend, vary or modify any of the above as the Board may consider necessary, desirable or expedient and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and resolve and settle all questions or difficulties that may arise in regard to such issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board or any duly authorised committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

FURTHER RESOLVED THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred on it, to any Committee of Directors or any Director or Officers of the Company, in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper to give effect to aforesaid resolution."

By Order of the Board
NATIONAL PLYWOOD INDUSTRIES LIMITED

Shruti Bothra
Company Secretary

Kolkata, Friday, July 27, 2018

NOTES:

1. An Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, setting out all material facts relating to the special businesses to be transacted at the Extraordinary General Meeting ("EGM" / "Meeting") forms part of this Notice
2. 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.
3. Proxies in order to be effective must be received by the Company, duly filled, stamped and signed at its Registered Office not less than 48 hours before the commencement of the Meeting.

A person can act as a proxy on behalf of Members not exceeding (fifty) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. 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 a proxy for any other person or shareholder.

4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send the Company a certified copy of the Board Resolution authorizing their representative to attend & vote on their behalf at the meeting.
5. Members are requested to bring their attendance slip along with their copy of Notice of the Extraordinary General Meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Members who are holding shares in the demat form are requested to bring their Depository ID Number and Client ID Number to facilitate easier identification for attendance at the meeting.

8. All relevant documents referred in the Notice and Explanatory Statement shall be available for inspection by the Members at the Registered Office of the Company on all working days during business hours between 11.00 a.m. and 1.00 p.m. upto the date of Extraordinary General Meeting. The Notice is also available on the website of the Company (www.nationalplywood.net) and on the website of the stock exchanges.
9. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses with the Company's Registrar and Share Transfer Agent / Depository Participants for receiving all communications including notices / other communications from the Company in electronic mode.
10. Pursuant to the provisions of sections 20, 101 and 136 of the Companies Act, 2013 read with the relevant rules made thereunder, electronic copies of this Notice inter-alia indicating the process and manner of e-voting along with attendance slip and proxy form are being sent by email to those members who have registered their email address with either the Company or the depository participants. Members, who have registered their email address, are entitled to receive such communications in physical form upon request. For members who have not registered their e-mail addresses, physical copies of this notice inter alia indicating the process and manner of e-voting along with the attendance slip and proxy form, will be sent to them in the permitted mode.
11. The Company has designated an exclusive e-mail id (sk.jain@nationalplywood.net) for redressal of investor complaints / grievances. In case you have any queries / complaints or grievances, then please write to us at email id (sk.jain@nationalplywood.net).
12. The Members desirous of asking any questions at the Meeting are requested to send in their questions so as to reach the Company at least 7 days before the meeting so that the same can be suitably replied.
13. Route map showing directions to reach to the venue of the Meeting is given at the end of this Notice.
14. Voting through Electronic Means:
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, (Listing Regulations), the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the Extraordinary General Meeting ("EGM") by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through polling paper shall be made available at the EGM and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting through polling paper.
 - III. The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on Monday, August 20, 2018 (10:00 am) and ends on Wednesday, August 22, 2018 (5:00 pm). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date of Thursday, August 16, 2018, 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 cast by the member, the member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:
 - A. In case of Members receiving e-mail from NSDL [For those members whose e-mail addresses are registered with Company/Depository Participants(s)]:

- (i) Open email 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 remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.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. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. 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 remote e-voting opens. Click on remote e-voting. Active Voting Cycles.
 - (vii) Select “EVEN of “National Plywood Industries Limited”.
 - (viii) Now you are ready for remote 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(s) of the duly authorized signatory/ies who are authorized to vote, to the Scrutinizer through e-mail to info.npil.ho@nationalplywood.net, with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice of Annual General Meeting (AGM) [for members whose e-mail IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password /PIN for casting your vote.
- VIII. 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 communications.
- IX. 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 date being Thursday, August 16, 2018.

- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of EGM and holding shares as of the Cut-off date i.e. Thursday, August 16, 2018, may obtain the Login ID and password by sending a request at evoting@nsdl.co.in.

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 toll free no.: 1800-222-990.

- XI. 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.
- XII. 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 polling paper.
- XIII. Ms. Sonam Agarwal, Practising Company Secretary, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Polling paper for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the EGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the company and shall make, not later than three days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour 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.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company (www.nationalplywood.net) 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 the BSE Limited, Mumbai and the Calcutta Stock Exchange Limited, Kolkata.

By Order of the Board
NATIONAL PLYWOOD INDUSTRIES LIMITED

Shruti Bothra
Company Secretary

Kolkata, Friday, July 27, 2018

EXPLANATORY STATEMENT PURSUANT SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 - Alteration of Authorised Share Capital

Considering the business plans and fund requirements of the Company, it is proposed to increase the Authorised Share Capital of the Company from the existing Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crores Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each. This will also result in alteration of Share Capital clause in Memorandum and Articles of Association of the Company.

The Members are, therefore, requested to accord their approval authorizing the Board to alter the Authorised Share Capital of the Company and approve the changes to the Memorandum and Articles of Association as set out in the resolution.

None of the Directors or any Key Managerial Personnel of the Company or relatives of any of them is, in any way, concerned or interested in this resolution.

The Board recommends this special resolution for approval by the Members of the Company.

Item Nos. 2and3 - Issue of Equity Shares / Warrants on a Preferential Basis

National Plywood Industries Limited is currently engaged in the manufacturing and trading of Plywoods, Blockboards, Flush Doors and Laminates along with trading in FibreCement Boards and Acrylic Solid Surfaces. The Company has an installed capacity of 12 lacs sq. metres (Notional Area - NA) per annum of Plywood at its Margherita, Assam unit and 14.4 lacs Laminate sheets per annum at its Hosur, Tamil Nadu unit. The Company also sources Plywood and Blockboards from a unit in Arunachal Pradesh, which has an installed capacity of 24 lacs sq. metres (NA) per annum. The Company owns the prominent National Plywood brand, which is among the oldest plywood brands in the country, respected across trade channels in India for product integrity and ethical engagement. The Company's laminate sub-brands comprise National Laminart, Uninational Laminates and Prestige Laminates. The Company also manufactures plywood for the price sensitive market under the Pioneer National sub-brand. The Company has also started outsourcing and marketing its economical plywood range, on a limited basis, under the Prima National and Prestige National sub-brands. These sub-brands are owned by the Company and guarantee the Company's quality policy under the economy range. The Company has five branch offices across the country, in Kolkata (Headquarters), New Delhi, Mumbai, Bengaluru and Bhubaneswar. Its products are marketed through a pan-India distribution network of 23 distributors and 500+ dealers. Further, in 2017-18, the Company has entered into two business-advancing alliances for fibre cement products under the National Fibre Cement Board brand to be distributed across India, and an exclusive distribution for Acrylic solid surfaces for East and North East India.

To give a brief history, the Company had a period of rapid growth in the mid-nineties, resulting in market leadership and comprised of three plywood units (two in Assam and one in West Bengal) and two laminate units (in Tamil Nadu and West Bengal) and a proposed venture into particle board manufacturing in Tamil Nadu. During this period, the Company's peak turnover was about Rs. 100 crores, but the Company had to suddenly suspend its plywood and related operations on account of a blanket Supreme Court order in December 1996 banning timber-based businesses in the North East, to review and regulate unsustainable and illegal deforestation and to restore ecological balance. Though the Company was compelled to suspend operations in its plywood plants, it continued to bear salaries and wages of employees and labour, until all formalities by the government were completed and fresh licenses were issued to units cleared by the High Power Committee ("HPC") appointed by the Supreme Court. HPC cleared all our units by 1998, but the State Government took inordinately long to issue compliances and licenses to restart were issued only in 2000-01 (three years after the Supreme Court gave the green light to reopen factories). In view of this, the capital expenditure initiated during the Company's expansion prior to the order was not utilized as planned and because of the uncertainty as to when operations would resume, the Company had to maintain its existing infrastructure and establishment, causing massive overheads and non-productive expenditures. The plywood units became non-performing assets and consequently, the profitable laminates division was also negatively affected with bankers withholding working capital credit facilities and the production was suspended. All of this resulted in the Company becoming financially sick and pursuant to application made by the Company in July 2003, the Company was declared sick by Board for Industrial and Financial Reconstruction ("BIFR") on April 18, 2006 in terms of the Sick Industrial Companies (Special Provisions) Act, 1985 ("SICA") and the BIFR appointed IDBI as the Operating Agency

(OA) with directions to prepare a viability study report and revival scheme, if feasible, based on the proposal of the Company. The Company submitted various Draft Rehabilitation Schemes (“DRS”) with modifications from time to time and the final scheme was submitted in 2014-15 post clearance of secured debt in full to the banks as per the Negotiated Settlement (“NS”). The Company sold three of its units to settle dues and rehabilitate the Company as a part of the DRS filed with BIFR. Before the approval of DRS, the BIFR was repealed in 2016; however, the Company had complied with the terms of the DRS.

During the financial difficulties, the Company was not able to meet with the compliance requirements, resulting into suspension of trading of the equity shares on BSE with effect from October 1, 2002. The Company has recently complied with all necessary formalities for revocation of suspension of trading and the suspension has been revoked by BSE vide notice no. 20180719-44 dated July 19, 2018 and the shares have started trading in the category “XT” group with effect from July 27, 2018.

Allotment of Equity Shares for Consideration other than Cash:

As a part of DRS proposed in BIFR, the promoter, late Mr. M. L. Periwal, in order to bring value to the Company, had decided to sell the “National” brand for use in plywood and laminates and other allied products to the Company at a cost of Rs.674.10 lacs arrived at as per independent valuation report dated March 31, 2006. Accordingly, the Company proposes to issue 44,94,000 (Forty Four Lacs Ninety Four Thousand) Equity Shares of the Company of face value of Rs.10/- each at a price of Rs. 15/- per share (including a premium of Rs.5/- per share) to the allottees mentioned in serial no. 1 to 5 and 7 to 11 in the resolution no.2 (late Mr. M. L. Periwal’s nominees, as inheritance as per the extract of his duly probated WILL). Further the Company had purchased material from a party for which the payment is pending till date and the Company proposes to issue 6,00,000 (Six Lacs) Equity Shares of the Company of face value of Rs.10/- each at a price of Rs. 15/- per share (including a premium of Rs.5/- per share) to the allottee mentioned in serial no. 6 in the resolution no.2.

Allotment of Equity Shares against Conversion of Loan:

Further, in the NS with the banks, it was decided that the interest for the delayed period of repayment during 2006-07 would be settled by the Company by issue of equity shares at par with a buyback policy of one year after issuance, subject to approval of the BIFR and other authorities. In the BIFR hearing on November 29, 2012, the banks were directed to consider the acceptance of Equity shares in lieu of payment of accrued interest. In the hearing on April 29, 2013, the BIFR directed the Company to allot equity shares with buyback policy to the Banks as proposed in the DRS. In the hearing on November 12, 2013, the BIFR directed the Company to pay cash of Rs.147.30 lacs in lieu of Equity shares with buyback policy to the banks. Accordingly, the promoters of the Company paid to the banks as directed by the BIFR. Also, the Company had obtained Rs. 585.00 lacs as long term unsecured loan, free of interest in the Company, since 2006 onwards to enable the settlement with secured lenders. A broad understanding was made with them that these amounts would be converted to Equity Shares at a price equivalent to the issue to promoters as per the scheme submitted to the BIFR. Accordingly, against conversion of such loans, the Company proposes to issue 48,82,000 (Forty Eight Lacs Eighty Two Thousand) Equity Shares of the Company of face value of Rs. 10/- each at a price of Rs. 15/- per share (including a premium of Rs. 5/- per share) to the allottees mentioned in serial no. 12 to 20 in the resolution no.2.

Fresh Issue of Equity Shares / Warrants:

Currently, the Company is operating at a capacity utilization of 30-40 per cent and needs capex to significantly enhance output and introduce value added products to its portfolio. With this capital infusion in the plywood division, the Company intends to increase capacity from 36 lacs sq. metres (N.A.) per annum to 60 lacs sq. metres (N.A.) per annum. In the laminate division it is proposed to add one press line to optimize utilization of existing idle capacity, efficiency and labour output will be increased to add to the bottom line. This would cause an increase in production capacity from 14.4 lacs sheets to 30 lacs sheets per annum. For the purpose, the Company proposes to raise financial resources for (a) capital expenditure towards one new pressing line each for the Plywood and Laminate Divisions; (b) working capital purpose; (c) advertising and marketing to create market awareness and sell additional capacity; (d) legal, statutory and general corporate purposes, by way of issue on a preferential basis, to select Promoters and Non-Promoters, of upto 90,13,000 (Ninety Lacs Thirteen Thousand) Equity Shares to the allottees mentioned in serial no. 21 to 80 in the resolution no.2 and upto 41,00,000 (Forty One Lacs) Warrants to the allottees mentioned in the resolution no.3, in one or more tranches. Equity Shares/ Equity Shares arising on exercise of Warrants shall be issued at a price of Rs. 17/- per share (including a premium of Rs. 7/- per share).

The allottees to whom the Equity Shares are being issued for consideration other than cash and against conversion of long-outstanding loans, are the promoter/parties who had supported the Company during its financial difficulties, more specifically as part of the BIFR rehabilitation process. The DRS filed with BIFR had

provided for the allotment of Equity Shares to such parties at Rs. 15/- per share. Since the SICA was repealed and BIFR was dissolved in December 2016, prior to the approval of DRS, these persons could not be allotted Equity Shares as prescribed above. The intention to do so has been mentioned in Notes O and P of the Company's Annual Report for FY 2016-17 (and variously in earlier Annual Reports). Given that the issuance price of Rs 15/- was part of the DRS/BIFR process and represents support given to the Company over 10 years ago during its period of financial crisis, the Board of Directors believes that this nominal discount to the issue price of Equity Shares / Warrants now being issued on a preferential basis for cash at Rs. 17/- per share is justified.

Section 62 of the Companies Act, 2013 provides inter alia, that when it is proposed to increase the issued capital of the Company by way of allotment of further shares, etc., such further shares shall be offered to the existing shareholders of the Company in the manner laid down in the section unless the shareholders in general meeting decide otherwise by passing a special resolution. Therefore, consent of the shareholders by way of a special resolution is being sought pursuant to the provisions of sections 42 & 62 and all other applicable provisions of the Companies Act, 2013 and in terms of the provisions of the SEBI ICDR Regulations and the SEBI LODR Regulations and the uniform listing agreement executed by the Company with the stock exchanges where the equity share of the Company are listed.

As the date of the Meeting of the Shareholders is Thursday, August 23, 2018, the Relevant Date (for determining the minimum price) is Tuesday, July 24, 2018. The minimum price for issue of Equity Shares/ Equity Shares arising upon exercise of options under the Warrants, on a preferential basis is Rs. 17/-, as determined in accordance with the relevant provisions of Chapter VII of the SEBI ICDR Regulations considering the Relevant Date as Tuesday, July 24, 2018 i.e., 30 days prior to the date of this meeting. The Equity Shares/ Equity Shares, arising upon exercise of options under the Warrants, to be allotted shall be subject to the Memorandum and Articles of Association of the Company and the terms of issue as decided by the Board and shall rank pari passu in all respects with the existing Equity Shares of the Company.

The Information as required under Regulation 73 of the SEBI ICDR Regulations for Preferential Issues is as under:

1. Object of the Preferential Issue:

The purpose of this preferential offer is (1) conversion of the loan availed by the Company from certain Promoters and Non-Promoters; (2) issue of equity shares in lieu of brand acquisition by the Company and (3) raise financial resources to meet (a) capital expenditure towards one new pressing line each for the Plywood and Laminate Divisions and other balancing equipment; (b) working capital purpose; (c) advertising and marketing to create market awareness and sell additional capacity; (d) legal, statutory and general corporate purposes.

2. Proposal of the Promoters / Directors / Key Managerial Personnel to subscribe to the offer:

Except for the following Promoters / Promoter Entities / Directors / Key Management Personnel of the Company mentioned below, none of the other Promoters / Promoter Entities / Directors / Key Managerial Personnel of the Company, are participating in this preferential offer:

Sr. No.	Name of the Proposed Investor	Category of the Proposed Investor	Maximum Number of Equity Shares proposed to be allotted	Maximum Number of Warrants proposed to be allotted
1	M/s. Hazarimal Laxminarayan	Promoter Entity	23,27,333	Nil
2	Chandrakanta Periwal	Promoter	12,36,833	Nil
3	Madhulika Periwal	Promoter	10,08,800	1,00,000
4	Malvika Periwal	Promoter	7,60,100	1,00,000
5	Stuti Periwal	Promoter	7,40,767	1,00,000
6	Akshaye Periwal	Promoter	6,74,100	Nil
7	Piyush Periwal	Promoter	2,42,547	Nil

8	Narottam Investments & Trading Co. Ltd.	Promoter Entity	1,26,000	Nil
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3. **Shareholding Pattern before and after the Preferential Issue of Equity Shares**(as on Friday, July 13, 2018):

CATEGORY	Pre-issue		Post-issue	
	Shares Held	% of Shareholding	Shares Held (*)	% of Shareholding
A) PROMOTER AND PROMOTER GROUP				
1) Indian:				
a) Individual / HUF	26,52,900	45.32%	99,43,380	34.35%
b) Bodies Corporate	1,59,190	2.72%	2,85,190	0.99%
Sub-Total (A)(1)	28,12,090	48.04%	1,02,28,570	35.34%
2) Foreign:	-	-	-	-
Sub-Total (A)(2)	-	-	-	-
Total Shareholding of Promoter & Promoter Group (A) = (A)(1)+(A)(2)	28,12,090	48.04%	1,02,28,570	35.34%
B) PUBLIC				
1) Institutions:				
Financial Institutions / Banks	2,07,260	3.54%	2,07,260	0.72%
Sub-Total (B)(1)	2,07,260	3.54%	2,07,260	0.72%
2) Central Government / State Government(s) / President of India	-	-	-	-
Sub-Total (B)(2)	-	-	-	-
3) Non-Institutions:				
Individuals shareholders holding nominal share capital upto Rs. 2 lacs	16,44,010	28.09%	18,12,010	6.26%
Individuals shareholders holding nominal share capital in excess of Rs. 2 lacs	6,90,300	11.79%	1,24,94,820	43.17%
Any Other (Specify)				
Bodies Corporate	4,97,690	8.50%	41,97,690	14.50%
Clearing Members	800	0.01%	800	0.00%
Non-Resident Indians	1,600	0.03%	1,600	0.01%
Sub-Total (B)(3)	28,34,400	48.42%	1,85,06,920	63.94%
Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)	30,41,660	51.96%	1,87,14,180	64.66%
C) Non Promoter – Non Public				
1) Shares underlying DRs	-	-	-	-
2) Shares held by Employee Trust	-	-	-	-
TOTAL (A)+(B)+(C)	58,53,750	100.00%	2,89,42,750	100.00%

* Assuming that the Warrant holders exercise the option under the Warrants in full.

4. **Proposed time within which allotment will be completed:**

The Equity Shares / Warrants shall be allotted within a period of 15 days from the date of passing of the special resolution by the shareholders at the meeting of the Company, provided that where the allotment on preferential basis is pending on account of any approval from any regulatory authority or the central government, the allotment shall be completed by the Company within a period of 15 days from the date of receipt of the last of such approval or such other time as may be prescribed or permitted by the SEBI, stock exchanges or other relevant authorities.

5. **Securities to be issued, particulars of the Proposed Investors, the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and / or who**

ultimately control the proposed investors, the percentage of the post preferential allotment capital that may be held by them:

Sr. No.	Name of the Proposed Investor	Category	Pre-Allotment		Post-Allotment		Ultimate Beneficial Owners
			Shares held	% of Shareholding	Shares held (*)	% of Shareholding	
1	M/s. HazarimalLaxmin arayan	Promoter	-	-	2,327,333	8.04%	Piyush Periwal/Vijay Kumar Periwal
2	Chandrakanta Periwal	Promoter	693,340	11.84%	1,930,173	6.67%	Self
3	Madhulika Periwal	Promoter	366,540	6.26%	1,475,340	5.10%	Self
4	Malvika Periwal	Promoter	17,250	0.29%	877,350	3.03%	Self
5	Stuti Periwal	Promoter	-	-	840,767	2.90%	Self
6	Akshaye Periwal	Promoter	-	-	674,100	2.33%	Self
7	Piyush Periwal	Promoter	322,575	5.51%	565,122	1.95%	Self
8	Narottam Investments & Trading Co. Ltd.	Promoter Entity	116,160	1.98%	242,160	0.84%	Listed on CSE; Chandrakanta Periwal, Piyush Periwal, Vijay Kumar Periwal, Shanti Devi Singhanian, Madhulika Periwal
9	Harsha Raghavan	Non-Promoter	-	-	3,246,000	11.22%	Self
10	Mtitanium Apartments Private Limited	Non-Promoter	-	-	1,500,000	5.18%	RangnathSomani, Madhur Somani
11	Madhu Jayakumar	Non-Promoter	-	-	1,500,000	5.18%	Self
12	B.Arun Kumar Capital & Credit Services Pvt Ltd.	Non-Promoter	-	-	1,000,000	3.46%	Arunkumar Mehta, Russell Mehta, Mona Mehta, Viraj Mehta, Sushilaben Mehta
13	Vikas Khemani	Non-Promoter	-	-	1,000,000	3.46%	Self
14	M. N. Saw Cum Veneer Mills	Non-Promoter	-	-	600,000	2.07%	Manmohan Agarwal,

	Private Limited						Rajendra Kr. Sureka, Patiya Devi Sureka, Sushma Agarwal
15	Chetan Shah	Non-Promoter	-	-	600,000	2.07%	Self
16	Raj Kumar Agarwal	Non-Promoter	-	-	500,000	1.73%	Self
17	Samra Importex Private Limited	Non-Promoter	-	-	400,000	1.38%	ArunKumar Saraf, Namita Saraf
18	Shalini Gupta	Non-Promoter	-	-	300,000	1.04%	Self
19	Nagesh Pinge	Non-Promoter	-	-	294,000	1.02%	Self
20	Rajiv Jhunjhunwala	Non-Promoter	-	-	255,000	0.88%	Self
21	Laxmi Devi Jhunjhunwala	Non-Promoter	-	-	255,000	0.88%	Self
22	Shruti Sikaria	Non-Promoter	-	-	250,000	0.86%	Self
23	Siddharth Sikaria	Non-Promoter	-	-	250,000	0.86%	Self
24	Deepak Saraf	Non-Promoter	-	-	200,000	0.69%	Self
25	Sangeetha Saboo	Non-Promoter	3400	0.06%	203,400	0.70%	Self
26	Dalal&Broacha Stock Broking Pvt. Ltd.	Non-Promoter	-	-	200,000	0.69%	Vipul Dalal, NaileshDala 1
27	Abhay Agarwal	Non-Promoter	-	-	200,000	0.69%	Self
28	Rakesh Mehra	Non-Promoter	-	-	200,000	0.69%	Self
29	GayatriBedi	Non-Promoter	-	-	160,000	0.55%	Self
30	Rajat Kejriwal	Non-Promoter	-	-	150,000	0.52%	Self
31	Radha Kothari	Non-Promoter	-	-	150,000	0.52%	Self
32	Bela Drolia	Non-Promoter	-	-	150,000	0.52%	Self
33	AlpanaParida	Non-Promoter	-	-	150,000	0.52%	Self
34	Sumeet Chopra	Non-Promoter	-	-	150,000	0.52%	Self
35	SmitaPachisia	Non-Promoter	-	-	100,000	0.35%	Self
36	Arun Kumar Ganeriwal	Non-Promoter	-	-	100,000	0.35%	Self
37	Vinod Kumar Kandoi HUF	Non-Promoter	-	-	100,000	0.35%	Vinod Kumar Kandoi, Sunita Kandoi,

							Yash Vardhan Kandoi
38	Rajni Agarwal	Non-Promoter	-	-	100,000	0.35%	Self
39	Sandeep Dadia	Non-Promoter	-	-	100,000	0.35%	Self
40	Kalpana Chandak	Non-Promoter	6,000	0.10%	95,880	0.33%	Self
41	Divya Agarwal	Non-Promoter	1,000	0.02%	90,880	0.31%	Self
42	Saurabh Chandak	Non-Promoter	-	-	89,880	0.31%	Self
43	Sushil Kumar Agarwala	Non-Promoter	-	-	89,880	0.31%	Self
44	Navin Nayar	Non-Promoter	-	-	75,000	0.26%	Self
45	Arati Nayar	Non-Promoter	-	-	75,000	0.26%	Self
46	Sandeep Arya	Non-Promoter	-	-	50,000	0.17%	Self
47	Sanjeev Arya	Non-Promoter	-	-	50,000	0.17%	Self
48	Tanvi Kejriwal	Non-Promoter	-	-	50,000	0.17%	Self
49	Viraj Kejriwal	Non-Promoter	-	-	50,000	0.17%	Self
50	Pushpa Devi Kejriwal	Non-Promoter	-	-	50,000	0.17%	Self
51	Ashok Kumar Sharma	Non-Promoter	-	-	50,000	0.17%	Self
52	Neetasinha R Saini	Non-Promoter	200	0.003%	45,200	0.16%	Self
53	Amit Kumar Baheti	Non-Promoter	-	-	40,000	0.14%	Self
54	Pushpa Devi Sarda	Non-Promoter	-	-	30,000	0.10%	Self
55	Kanchan Jayantilal Karia	Non-Promoter	-	-	30,000	0.10%	Self
56	Ankuranand Saini	Non-Promoter	-	-	30,000	0.10%	Self
57	Aarav Muchhala	Non-Promoter	-	-	30,000	0.10%	Self
58	Vinay Bagri	Non-Promoter	-	-	30,000	0.10%	Self
59	Amit Jain	Non-Promoter	-	-	25,000	0.09%	Self
60	Vinod Kumar Narendra Kr. Jain	Non-Promoter	-	-	25,000	0.09%	Self
61	Jaswanth Kumar Narendra Kr. Jain	Non-Promoter	-	-	25,000	0.09%	Self
62	Ubari Devi Narendra Kr. Jain	Non-Promoter	-	-	25,000	0.09%	Self
63	Malini Keshava Murthy	Non-Promoter	-	-	20,000	0.07%	Self
64	Sudarshan Mall	Non-Promoter	-	-	20,000	0.07%	Self
65	Abhishek Maheshwari	Non-Promoter	-	-	15,000	0.05%	Self

66	Naitik Ramnik Faria	Non-Promoter	-	-	15,000	0.05%	Self
67	Ravi Singh Saini	Non-Promoter	-	-	15,000	0.05%	Self
68	Vedant Saini	Non-Promoter	-	-	15,000	0.05%	Self
69	Jigna Shah	Non-Promoter	-	-	10,000	0.03%	Self
70	Priti Karmalkar	Non-Promoter	-	-	15,000	0.05%	Self
71	Hemlata Sanka	Non-Promoter	-	-	10,000	0.03%	Self
72	Santosh Karmalkar	Non-Promoter	-	-	9,000	0.03%	Self
73	Praful Mewada	Non-Promoter	-	-	8,000	0.03%	Self
74	Vijendra Dubey	Non-Promoter	-	-	10,000	0.03%	Self
75	Jayaram Shetty	Non-Promoter	-	-	2,000	0.01%	Self
76	Vijay Mankar	Non-Promoter	-	-	2,000	0.01%	Self
77	Sameer Bapat	Non-Promoter	-	-	2,000	0.00%	Self

* Assuming that the Warrant holders exercise the option under the Warrants in full.

6. Consequential Changes in the Voting Rights and Change Management:

As a result of the proposed issue of Equity Shares / Equity Shares arising upon exercise of options under the Warrants on a Preferential Basis, there will be no change in the control or management of the Company. However, the voting rights will change in accordance with the shareholding pattern.

7. Lock In Period:

The Equity Shares / Equity Shares arising upon exercise of options under the Warrants, proposed to be allotted on a preferential basis to the persons belonging to the Promoter Group shall be subject to a lock-in for a period of 3 (Three) years from the date of trading approval for such Equity Shares, as specified under the provisions of the Regulation 78(1) of SEBI ICDR Regulations.

The Equity Shares / Equity Shares arising upon exercise of options under the Warrants, proposed to be allotted on a preferential basis to the persons belonging to the Non-Promoter Group shall be subject to a lock-in for a period of 1 (One) year from the date of trading approval for such Equity Shares, as specified under the provisions of the Regulation 78(2) of SEBI ICDR Regulations.

The entire pre-preferential shareholding, if any, of the Proposed Investors shall be locked-in from the Relevant Date upto a period of six months from the date of trading approval, as specified under the provisions of Regulation 78(6) of the SEBI ICDR Regulations.

8. Issue Price and Relevant Date:

Since the Company's Equity Shares are infrequently traded, hence the price is determined in terms of Regulation 76A of the SEBI ICDR Regulations. The price of the Equity Shares / Warrants, which are proposed to be allotted for Cash, is Rs. 17/- per Equity Share and the price of the Equity Shares, which are proposed to be allotted against Conversion of Loan and for Consideration other than Cash, is Rs. 15/- per Equity Share. The Company shall submit a certificate as required under Regulation 76A of the SEBI ICDR Regulations with the stock exchanges where the Equity Shares of the Company are listed.

In term of Regulation 76 of the SEBI ICDR Regulations, the Relevant Date has been reckoned as Tuesday, July 24, 2018, being the working day immediately preceding the date 30 days prior to the date of this EGM,

for the purpose of computation of issue price of the proposed issue of Equity Shares / Warrants on a Preferential Basis.

9. Re-computation of Issue Price:

The Board of Directors undertake and confirms that the Equity Shares have been listed on a recognized stock exchange for more than 26 weeks and accordingly, provisions of Regulations 76(3) and 78(5) of the SEBI ICDR Regulations, and the disclosures under Regulation 73(1)(f) and (g) are not applicable.

10. Auditors' Certificate:

The Certificate from M/s. Jhunjhunwala & Co., Chartered Accountants, the Statutory Auditors of the Company, certifying that the preferential issue is being made in accordance with the requirements of Chapter VII of the SEBI ICDR Regulations shall be made available for inspection at the registered office of the Company during 10.00 a.m. and 1.00 p.m. and shall upto the date of declaration of the results and shall also be placed before the Members at the EGM.

11. Number of Persons to whom allotment on Preferential Basis have already been made during the year:

None.

12. Disclosure with regard to the name of Issuer, its Promoter or any of its Directors not appearing in the list of willful defaulter as issued by RBI:

The Company, its Promoter or its Directors are not categorised as willful defaulter by any Bank or Financial Institutions or consortium thereof, in accordance with the guidelines on willful defaulters issued by RBI.

13. Report of Registered Valuer:

No report of Registered Valuer is required for the offer, issue and allotment of the Equity Shares under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debenture) Rules, 2014, as amended.

The Directors / Key Managerial Personnel of the Company are interested in this resolution to the extent of the Equity Shares proposed to be allotted to them or their relatives and associates.

The Board recommends this special resolution for approval by the Members of the Company.

Item No. 4 - Raising of Financial Resources

The Company proposes to raise financial resources for (a) capital expenditure towards one new pressing line each for the Plywood and Laminate Divisions along with capex for balancing equipment; (b) working capital purpose; (c) advertising and marketing to create market awareness and sell additional capacity; (d) legal, statutory and general corporate purposes. The requirement of funds is proposed to be met through issue of securities including but not limited to Equity Shares and / or American Depository Receipts ("ADRs") and / or Global Depository Receipts ("GDRs") and / or any other securities convertible into Equity Shares and / or Non Convertible Debentures with or without warrants and / or Foreign Currency Convertible Bonds ("Securities"), through Further Public Offer / Qualified Institutions Placement ("QIP") / Preferential Issue / Rights Issue or through any other permissible mode or a combination thereof, as may be permitted under applicable laws, subject to approval of the members of the Company, if required and other appropriate approvals, for an aggregate amount of upto Rs. 30,00,00,000 (Rupees Thirty Crores Only), to the eligible investors.

As the aforesaid issue may result in issue of Securities by the Company to investors who may or may not be the Members of the Company, the consent of the Members through a Special Resolution is required pursuant to the provisions of Section 23, 41, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the ICDR Regulations") and other applicable laws for the time being in force. The detailed terms and conditions for the offer of Securities will be determined by the Board in consultation with the Advisors, Lead Managers, and

such other agency or agencies as may be required to be consulted by the Company considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

In view of the above, it is proposed to seek the approval of the members of the Company to authorise the Board to create, offer, issue and allot securities, in one or more tranches, to the eligible investors, as the Board may decide without the need for fresh approval from the members of the Company.

The pricing of the Securities that may be issued to Qualified Institutional Buyers pursuant to a QIP shall be determined subject to such price not being less than the price calculated in accordance with Chapter VIII of the ICDR Regulations. The Company may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price determined pursuant to the ICDR Regulations or such other discount as may be permitted under applicable law. The relevant date for the purpose of pricing the Securities shall, subject to applicable laws, be the date of the meeting in which the Board / Committee decides to open the proposed issue or such other date as may be permitted under the ICDR Regulations.

Pursuant to the provisions of Chapter VIII of the SEBI Regulations, the aggregate of the proposed Qualified Institutions Placements, if any made by the Company in the same financial year shall not exceed 5 times, the net worth of the Company as per the audited balance sheet of the previous financial year.

The pricing of the Securities where the Securities are issued as ADRs / GDRs or FCCBs shall be determined in accordance with the provisions of the applicable laws, rules and regulations issued by relevant authorities.

The Equity Shares allotted would be listed on BSE Limited and in case of ADR / GDR, on overseas Stock Exchange(s). The offer / issue / allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations.

None of the Directors / Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution except to the extent of their equity shareholding in the Company, if any.

The Board recommends the resolution as set out in the Item No. 4 of the Notice for the approval of the members as a Special Resolution.

By Order of the Board
NATIONAL PLYWOOD INDUSTRIES LIMITED

Shruti Bothra
Company Secretary

Kolkata, Friday July 27, 2018