



Gulshan Polyols Limited

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GPL\SEC\ 2014-15
27th August, 2014

CIN : L24231UP2000PLC034918

To,
Department of Corporate Services,
The Bombay Stock Exchange Ltd,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai - 400001

Sub: Second Supplementary Notice to the Notice of 14th AGM on September 20, 2014

Dear Sir,

With reference to our earlier notice of Annual General Meeting dated 28th May, 2014 & 2nd August, 2014; the Board of Directors of the Company has approved second supplementary notice to AGM notice, in their meeting held on 22nd August, 2014.

In this regard, Company is submitting the copy of this second (2nd) Supplementary Notice to the Notice of 14th Annual General Meeting of the Company scheduled to be held on Saturday, 20th September, 2014 at 11.30 a.m. at Lala Gulshan Rai Jain Charitable Trust Dharamshala, 54, Gher Khatti, New Mandi, Muzaffarnagar – 251001 (U.P.).

Thanking you,

Yours faithfully

For GULSHAN POLYOLS LIMITED


(Nisha Gupta)
Company Secretary

CORRIGENDUM TO NOTICE

This second (2nd) Supplementary Notice issued in continuation of the 1st Supplementary Notice and original Notice of the 14th Annual General Meeting of the members to be held on 20th September, 2014 at 11.30 a.m. at Lala Gulshan Rai Jain Charitable Trust Dharamshala, 54, Gher Khattii, New Mandi, Muzaffarnagar, Uttar Pradesh - 251001 to transact various business including item no. 20 & 21 along with the Explanatory statement herewith.

Please be informed that Gulshan Polyols Limited ("the Company") is sought to issue and allot Equity Shares and Convertible warrants of the Company to Non - Promoter Investors.

SPECIAL BUSINESS

Item No. 20 - Preferential allotment of Equity Shares of the Company

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

"RESOLVED THAT pursuant to Sections 42 & 62 and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification thereto or reenactment thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999 (including any amendment, modification, variation or re-enactment thereof, and the provisions of any rules/regulations/guidelines issued/framed by the Central Government, Reserve Bank of India, Foreign Investment Promotion Board thereto), Articles of Association of the Company, the Listing Agreement entered into by the Company with the Stock Exchanges where the securities of the Company are listed, and subject to the approval, consent, permission and/or sanction, as may be required from the Central Government, Reserve Bank of India, SEBI and any other appropriate authority, Institution or Body and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval, consent, permission and/or sanction, the Consent of the Company be and is hereby given to the Board of Directors of the Company to offer, issue, and allot 5,00,000 (Five Lacs only) Equity Shares of face value of Rs. 5/- (Five) each of the Company, at an issue price of Rs. 175/- (Rupees One Hundred & Seventy Five only) per share as determined under the SEBI (ICDR) Regulations, 2009 and other applicable provisions, by way of preferential allotment to the proposed allottee as listed below, on the terms and conditions given in the explanatory statement annexed to this notice, which, inter-alia, include:

a. Issue of 5,00,000 (Five Lacs Only) Equity Shares to the following person:

S.N.	Name of the proposed allottee	Category	PAN
1.	Antara India Evergreen Fund	Non-Promoter (FII)	AABC16920P

b. The Equity Shares shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including as to dividend with the existing equity shares of the Company except that new equity shares will be subject to lock-in requirement in terms of the provisions of the SEBI (ICDR) Regulations, 2009.

c. The Relevant Date for the purpose of pricing of issue of Equity Shares in accordance with Regulation 71 of Chapter VII of SEBI (ICDR) Regulations, 2009 is 21st August, 2014, being the date 30th day prior to the date of the Annual General Meeting i.e. on 20th September, 2014.

RESOLVED FURTHER THAT for giving effect to this Resolution, the Board of Directors or any Committee thereof, be and is hereby authorized to take such steps and to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental to this resolution and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the offer, issue and allotment of the Equity Shares and the utilization of the issue proceeds of the Shares for the Company's plans, to prescribe the forms of application, enter into any agreements or other instruments, and to take such actions or give such directions as they may consider as being necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as they may deem fit."

Item No. 21 - Preferential allotment of Convertible Warrants of the Company

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

"RESOLVED THAT pursuant to Sections 42 & 62 and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification thereto or reenactment thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999 (including any amendment, modification, variation or re-enactment thereof, and the provisions of any rules/regulations/guidelines issued/framed by the Central Government, Reserve Bank of India, Foreign Investment Promotion Board thereto), Articles of Association of the Company, the Listing Agreement entered into by the Company with the Stock Exchanges where the securities of the Company are listed, and subject to the approval, consent, permission and/or sanction, as may be required from the Central Government, Reserve Bank of India, SEBI and any other appropriate authority, Institution or Body and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval, consent, permission and/or sanction, the Consent of the members be and is hereby accorded to the Board of the Company to offer, issue, and allot 5,00,000 (Five Lacs only) Convertible Warrants ("Convertible Warrants") on a preferential basis to the proposed allottee as listed below, each warrant convertible into, or exchangeable for, one equity share of face value of Rs.5/- (Five) each (the "Equity Shares") at a price of Rs.175/- (Rupees One Hundred & Seventy Five only) each aggregating to Rs. 8,75,00,000 (Rupees Eight Crores and Seventy Five Lacs only), on such terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the ICDR Regulations or other applicable laws:

Issue of 5,00,000 (Five Lacs Only) Convertible Warrants of the Company

S.N.	Name of the proposed allottee	Category	PAN
1.	Antara India Evergreen Fund	Non-Promoter (FII)	AABC16920P

RESOLVED FURTHER THAT:

- The Relevant Date for the purpose of pricing of issue of the convertible warrants in accordance with the SEBI (ICDR) Regulations, 2009 (as amended) be fixed as 21st August, 2014, being the date 30th day prior to the date of the Annual General Meeting i.e. on 20th September, 2014.
- The convertible warrants upon conversion into Equity shares shall rank pari-passu in all respects with the existing Equity Shares of the Company;
- The Equity Shares to be so allotted on exercise the Convertible Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- Each of the aforesaid warrants be converted at the option of the holder at any time within 18 months from the date of issue, into one fully paid-up Equity Share of Rs.5/- each at the price which determined in accordance with prevailing SEBI (ICDR) Regulations, 2009 and a sum equivalent to 25% of the total consideration per warrant be received on the date of allotment of the said warrants and the balance 75% of the total consideration per warrant be received at the time of allotment of Equity Shares pursuant to exercise of option against each such warrant by the warrant holder.
- In the event the Warrant holder(s) does not exercise the Convertible Warrants within 18 months from the date of allotment of the Convertible Warrants, the Convertible Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- The aforesaid convertible warrants allotted on preferential basis shall be locked in from the date of trading approval granted from Bombay Stock Exchange for such period as prescribed in Regulation 78 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

RESOLVED FURTHER THAT for the purpose of giving effect to any issue or allotment of convertible warrants of the Company, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of convertible warrants of the Company as it may in its absolute discretion deem fit and proper."

For Gulshan Polyols Limited

THIS EXPLANATORY STATEMENT IS ISSUED PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 20 & 21:

The Board of Directors on 22nd August, 2014, subject to necessary approval(s), has approved the proposal for raising funds by way of Issue of equity shares and convertible warrants on preferential basis to Antara India Evergreen Fund (Non-Promoter- Fil) to support the on-going growth plan of the Company. The proposed issue and allotment of Equity Shares and Convertible Warrants, on a preferential basis, shall be governed by the applicable provisions of the ICDR Regulations and the Companies Act read with the applicable provisions of the rules made there under. The salient features of the preferential issue of Equity Shares and Convertible Warrants are as under:

1. Preferential Issue Size is as follows:
 - a. 5,00,000 (Five Lacs Only) Equity Shares at a price of Rs. 175/- (Rupees One Hundred & Seventy Five only) per Equity Share determined in accordance with the ICDR Regulations; and
 - b. 5,00,000 (Five Lacs Only) Convertible Warrants which may be exercised to receive Equity Shares at a price of Rs.175/- (Rupees One Hundred & Seventy Five only) determined in accordance with the ICDR Regulations.
2. Relevant Date for the purpose is 21.08.2014 which is the date 30th day prior to the date of AGM where these resolutions are being considered for approval. The minimum price as per the pricing formula prescribed under the ICDR Regulations for the preferential issue of Equity Shares and Convertible Warrants is Rs. 172.03 (Rupees One Hundred & Seventy Two and Paise Zero three), being higher of (a) the average of the high and low of the closing prices at the Bombay Stock Exchange for 26 weeks prior to the relevant date viz. Rs.135.26 (Rupees One Hundred and Thirty Five and Paise Twenty Six), or (b) the average of the high and low of the closing prices at the Bombay Stock Exchange for 2 weeks prior to the relevant date viz. Rs.172.03 (Rupees One Hundred & Seventy Two and Paise Zero Three Only).
3. The total amount payable for Preferential Issue of Equity Shares and 25% of the amount for Preferential Issue of Convertible Warrants shall be received by the Company prior to the respective allotments.
4. The Convertible Warrants shall be exercised within a period of 18 (eighteen) months from the date of their allotment, in one or more tranches.
5. At the time of exercise, the Convertible Warrant holder(s) shall pay the balance 75% of the consideration payable in respect of the Convertible Warrants so being exercised.
6. In the event the Warrant holder(s) does not exercise the Convertible Warrants within 18 months from the date of allotment of the Convertible Warrants, the Convertible Warrants shall lapse and the amount paid shall stand forfeited by the Company.
7. The Investor doesn't hold any shares of the Company during the six months preceding the Relevant Date.

The other information prescribed under Regulation 73 of the ICDR Regulations is as follows:

- a) **Object of the Preferential Issue of Equity Shares and Convertible Warrants**
To support the on-going growth plan of the Company and also enhance its Capital base /net worth and augment long term resources of the Company.
- b) **Intention of promoter/ directors/ key management personnel to subscribe to the offer**
None of the member of promoter and promoter group of the Company, Director or key managerial person intend to subscribe to the offer.
- c) **Shareholding pattern before and after the Issue:** Shareholding pattern before and after the proposed Preferential Issue of Equity Shares and Convertible Warrants is as follows:

Category Code	Category of Shareholder	Pre-issue		Post-issue	
		Pre- issue Shares held	% to Total Holding	Post- issue Shares held	% to Total Holding
(A)	Shareholding of Promoter and Promoter Group				
(1)	Indian Promoters (A)	6107525	72.29	6107525	64.64
(B)	Public Shareholding				
(1)	Institutions				
(a)	Mutual Funds / UTI/ Banks	200	0.00	200	0.00
(b)	Foreign Institutional Investors	0.00	0.00	*1000000	10.58
	Sub- Total (B1)	200	0.00	1000200	10.58
(2)	Non- institutions				
(a)	Bodies Corporate	278740	3.30	278740	2.95
(b)	Individuals	1998949	23.66	1998949	21.16
(c)	NRIs	62990	0.75	62990	0.67
	Sub-Total (B2)	2340679	27.71	2340679	24.78
	GRAND TOTAL (A)+(B1)+(B2)	8448404	100.00	9448404	100.00

*Considering preferential issue of Convertible Warrants to be issued pursuant to this resolution is converted into equity shares, failing which, the percentage will change accordingly.

- d) **Proposed time of Allotment:** In terms of Regulation 74 of the SEBI (ICDR) Regulations, 2009, allotment of Equity Shares and Convertible Warrants in the present Preferential Issue will be made within a period of 15 days from the date of passing of the aforesaid Special Resolution, excluding the time taken in obtaining the necessary approvals, if any, or within such further period as may be prescribed or allowed by the SEBI, Stock Exchange(s) or other concerned authorities.
- e) **Identity of proposed allottee, percentage of expanded capital to be held by them:**

S. N.	Name of the proposed allottee	Present holding	% to Pre Issue Capital	Present Issue	% to Post Issue Capital
1	Antara India Evergreen Fund	Nil	Nil	10,00,000	10.58%

- f) **Change in Management:** There will not be any change in the management control of the Company on account of this proposed preferential allotment except minor change in the shareholding pattern as well as voting rights.
- g) **Lock in Requirements:** The Equity shares and Convertible Warrants to be allotted on preferential basis shall be subject to lock-in as per applicable SEBI regulations in this regard.
- h) **Auditors' Certificate:** M/s. Shahid & Associates, Chartered Accountants, the Statutory Auditors of the Company have certified that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2009. A copy of the certificate shall be laid before the shareholders at their proposed Annual General Meeting.
- i) **Undertakings:**
 - i. The Issuer Company undertakes that they shall re-compute the price of the Equity shares/ Convertible Warrants in terms of the provision of SEBI (ICDR) Regulations, 2009, where it is required to do so.
 - ii. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of above said Regulations, the Equity Shares/ Convertible Warrants shall continue to be locked-in till the time such amount is paid by the allottee.

The Board has already approved the issue of Equity Shares and Convertible Warrants on preferential basis to the Investor in the manner stated hereinabove. Regulation 72(1)(a) of the ICDR Regulations provides that preferential issue of specified securities by a listed company would require approval of its shareholders by way of a Special Resolution. The Board, therefore, recommends the above mentioned resolutions to be passed as a Special Resolutions. None of the Directors, any other Key Managerial Person(s) of the Company and their relatives are, in any way, concerned or interested in the said resolutions.

Note: The proxy form and attendance slip sent alongwith the Annual report containing the Annual General Meeting Notice dated 28th May, 2014 will be valid for the aforesaid item no. 20 & 21 also.