

# Addendum to the Notice of 110th Annual General Meeting

**Addendum to the Notice dated 9th May, 2017 convening the 110th Annual General Meeting of the Company scheduled to be held on Friday, the 28th July, 2017 at 12:30 p.m. at “Sanskriti”, Alembic Corporate Conference Center, Opp. Pragati Sahakari Bank Limited, Alembic Colony, Vadodara - 390 003.**

Notice is hereby given that the following item of business is added in the aforesaid Notice as Item No. 8 as a Special Business:

**8. To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:**

**Appointment of Mr. Murali Rajagopalachari (DIN: 00759040) as Director of the Company:**

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, Mr. Murali Rajagopalachari (DIN: 00759040) in respect of whom the Company has received a notice in writing on 12th July, 2017 from a member along with requisite deposit of ₹ 1 Lac, pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Murali Rajagopalachari to the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

**Explanatory Statement as required under Section 102 of the Companies Act, 2013**

**Item No. 8**

The Board of Directors of the Company had at its meeting held on 9th May, 2017, approved the Notice convening the 110th Annual General Meeting (AGM) of the Company scheduled to be held on 28th July, 2017 and the same had already been circulated to the members.

Subsequently, on 12th July, 2017, the Company has received a notice in writing dated 12th July, 2017 from Unifi Capital Pvt. Ltd., under the signature of its Managing Director, Mr. Sarath Reddy, also a shareholder of the Company, proposing the candidature of Mr. Murali Rajagopalachari, another shareholder of the Company, for being appointed as a small shareholders director under Section 151 of the Companies Act, 2013 (“the Act”). Further, the Company has also received from Mr. Sarath Reddy, a cheque of ₹ 1 lac, stating that the same is in terms of Section 160 of the Act.

Since Mr. Sarath Reddy has enclosed the requisite deposit amount under Section 160 of the Act, the Board has amended the Notice convening the 110th Annual General Meeting by way of an addendum and inserted an agenda item for appointment of Mr. Murali Rajagopalachari to the office of a Director, liable to retire by rotation.

Pursuant to Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, r/w. Section 160 of the Act, the Company is required to inform the members of the above referred candidature and place notice of such candidature on its website. Accordingly, the Board of Directors has amended the Notice of the 110th Annual General Meeting by adding Item No. 8 by way of addendum to the said Notice. The Proxy Form shall be deemed to be amended to include the above referred agenda item.

Pursuant to the provisions of Section 110 r/w. Section 151 of the Act and rules made thereunder, election of a small shareholders director, if approved by the Board, can be considered by the members only by way of a resolution put for voting through Postal Ballot. Hence the Board of Directors of the Company may consider the aforementioned notice under Section 151 of the Act at their ensuing Board Meeting.

The Details of the person seeking appointment, to the extent provided under the aforementioned notice are given hereunder:

<b>Name of the Candidate</b>	<b>Mr. Murali Rajagopalachari</b>
Age	53 years
Qualifications	Not Provided
Experience	Not Provided
Terms and Conditions of appointment along with details of remuneration sought to be paid	Not Applicable
Remuneration last drawn (2016-17)	Not Applicable
Nature of expertise in specific functional areas	Financial Services
Date of first appointment on to the Board	Not Applicable
No. of Shares held in the Company as on 12th July, 2017 (as stated in the above mentioned notice)	4050 *
Relationship with other Directors, Manager and other Key Managerial Personnel	Not Provided
No. of Meetings of the Board attended during the year	Not Applicable

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Directorship in other companies as on 12th July, 2017	1) Unifi Financial Private Limited 2) UWM Investment Private Limited
Chairmanship / Membership of Committees of other Board	Not Provided

\* As per the beneficiary position of members obtained from the Depositories and the RTA, the shareholding of Mr. Murali Rajagopalachari as on 12th July, 2017 was 4,000 shares.

None of the Directors, Key Managerial Personnel and relatives thereof, has any concern or interest, financial or otherwise in the resolution at Item No. 8 of this Notice.

**Registered Office:**

Alembic Road, Vadodara – 390 003.  
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Email Id: [alembic.investors@alembic.co.in](mailto:alembic.investors@alembic.co.in)  
CIN: L26100GJ1907PLC000033  
Date : 18th July, 2017

By Order of the Board,

**Drigesh Mittal**  
Company Secretary