



Alufluoride Limited

**Mulagada, Mindi,
Visakhapatnam-530 012**

NOTICE TO SHARE HOLDERS

NOTICE is hereby given that the Extraordinary General Meeting of the Company will be held at the Registered Office, Mulagada, Mindi, Visakhapatnam 530 012 on Friday, the 17th November, 2017 at 11.00 AM to consider, and if thought fit, to pass, with or without modifications, the following resolution as Special Resolution.

“RESOLVED THAT pursuant to Section 62 (1) (C) & Section 42 and all other applicable provisions, if any, of the Companies Act, 2013 read with the enabling provisions of the Memorandum and Articles of Association of the Company and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and subject to any other regulations/rules/guidelines issued by the Securities and Exchange Board of India (SEBI), and subject to such approvals, consents, permissions and sanctions of all other appropriate and / or concerned authorities and departments, if any, and subject to such conditions and modifications as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board to exercise its powers conferred by this Resolution), which the Board be and is hereby authorized to accept, if it thinks fit in the interest of the Company, the consent of the Company be and is hereby accorded to the Board to offer, issue, allot and deliver 8,20,082 (Eight Lakhs Twenty Thousand Eighty Two only) convertible warrants on preferential basis in one or more tranches, convertible into 8,20,082 (Eight Lakhs Twenty Thousand Eighty Two only) equity shares (one Equity Share for one warrant issued) of the Company of the face value of Rs.10/- each to the

following categories of persons for cash which shall upon conversion rank pari-passu with the existing equity shares of the Company, in such form and manner and upon such terms and conditions as may be determined by the Board in accordance with SEBI (ICDR) Regulation, 2009 or other provisions of the law as may be prevailing at the time; provided that the minimum price of the warrants so issued shall not be less than the price arrived at in accordance with provisions of Chapter VII of SEBI (ICDR) Regulations, 2009.

Sl. No.	Name of the Proposed Allottee	No. of Warrants to be issued
1	Promoters:	
	I. Mrs. Sunitha Vemulapalli	3,00,000
	II. Mr. Rohit Vemulapalli	1,00,000
	III. Mr. Venkat N.R. Akkineni	2,30,000
	IV. Ms. Annapurna Akkineni	94,858
	V. Mr. Aditya Akkineni	95,224
	Total	8,20,082

RESOLVED FURTHER THAT the ‘Relevant Date’ for the purpose of determining the issue price of warrants, in pursuance of SEBI (ICDR) Regulation, 2009, shall be 30 days prior to the date of the Extra-Ordinary General Meeting (EGM) at which the approval of the shareholders in terms of Section 62(1)(C) & section 42 of the Companies Act, 2013 is obtained.

RESOLVED FURTHER THAT

- a) Each warrant be convertible into one equity share can be exercised at any time within a period of 18 months from the date of issue of such Warrants and on such other terms and conditions, subject to SEBI (ICDR) Regulation, 2009, as may be applicable, from time to time.

- b) In accordance with Chapter VII of SEBI (ICDR) Regulations, 2009, 25% of the consideration payable for the warrants (and the equity shares into which they are converted), shall be paid by the proposed allottees to the Company upon issue and allotment of the warrants.
- c) The amount paid on issue of warrants shall be forfeited if the warrants are not exercised within a period of 18 months from the date of issue of warrants.
- d) Equity Shares to be issued and allotted by the Company on exercising of the option against the warrants shall rank pari-passu in all respects with the then existing fully paid-up Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution and accept any alteration(s) or amendment(s) or corrections as they may deem fit and appropriate and give such directions/instructions as may be necessary to settle any questions, difficulties or doubts that may arise in regard to the offer, issue or allotment of the said securities and with a power to change the number of warrants hereby created, issued and offered to the person (s) referred above and within the limit mentioned above and also to seek listing of such securities at the Stock Exchanges where the existing securities are listed.”

By order of the Board
For **ALUFLUORIDE LIMITED**

Hyderabad
18 October, 2017

VENKAT N.R. AKKINENI
Managing Director
DIN 00013996

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote instead of himself/herself and such proxy or proxies need not be a member or members of the Company. The proxy form duly signed must be deposited at the Registered Office of the Company not less than 48 hours before the time of holding the meeting.
2. Corporate Members/Trust/Society intending to send their authorized representatives for attending the EGM are requested to send to the Company a duly certified copy of the Board/ Managing Committee Resolution authorising their representatives to attend and vote on their behalf at the Extraordinary General Meeting.
3. Voting through electronic means

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015, the Company is providing the facility to Members to exercise their rights to vote by electronic means. The Company has engaged the Services of Central Depository Services (India) Limited (CDSL) for providing e-voting facilities. The e-voting rights of the Members / beneficial owners shall be reckoned in proportion to ordinary shares held by them in the Company as on 10th November, 2017 (Cut - off date fixed for this purpose). The e-voting period will commence at 10.00 a.m. on Tuesday, 14th November 2017 and will end at 5.00 p.m. on Thursday, 16th November, 2017. The Company has appointed Mr.G.M.V. Dhanunjaya Rao, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. Detailed instructions for availing e-voting facility are being sent separately as a part of this Notice.

EXPLANATORY STATEMENT

Your Company plans to issue convertible warrants to increase the Equity base of the Company for meeting the Bank's norms in terms of Debt-equity ratios etc and to augment the required funds for the proposed future project of the Company. In view of this, it is proposed to create, offer, issue and allot 8,20,082 (Eight Lakhs Twenty Thousand Eighty Two only) warrants and each warrant convertible into one Equity share of Rs.10/- each fully paid to the following persons on preferential allotment basis:

Sl. No.	Name of the Proposed Allottee	No. of Warrants to be issued
1	Promoters:	
	I. Mrs. Sunitha Vemulapalli	3,00,000
	II. Mr. Rohit Vemulapalli	1,00,000
	III. Mr. Venkat N.R. Akkineni	2,30,000
	IV. Ms. Annapurna Akkineni	94,858
	V. Mr. Aditya Akkineni	95,224
	Total	8,20,082

The details of the issue and other particulars as required in terms of the Chapter VII of the SEBI (ICDR) Regulations, 2009 in relation to the above said Special Resolution are given as under.

a) Object of Issue

The object of the proposed preferential offer is to meet the Project cost for the proposed Visakhapatnam Aluminium Fluoride Plant expansion.

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

Smt Sunitha Vemulapalli, Sri Rohit Vemulapalli, Sri Venkat N.R. Akkineni, Ms. Annapurna Akkineni and Sri Aditya Akkineni are Promoters of the Company are intending to subscribe for the warrants to be converted into equity shares within 18 months in one or more tranches as per SEBI Guidelines, Rules and Regulations from the date of issue.

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

Sl.No	Category	Pre – Issue		Post – Issue (Assuming all warrants converted into Equity Shares)	
		No. of shares Held	% of Holding	No. of shares Held	% of Holding
A	Shareholding of Promoters & Promoter Group				
	1 Indian Promoters	37,15,988	53.08	45,36,070	58.00
	2 Foreign Promoters	—	—	—	—
	Sub-Total (A)	37,15,988	53.08	45,36,070	58.00
B	Public Shareholding				
	1 Institutions				
	a Financial Institutions / Banks	1,00,100	1.43	1,00,100	1.28
	b Mutual Funds & UTI	—	—	—	—
	c Venture Capital Funds	—	—	—	—
	d FII's	—	—	—	—
	e Foreign Venture Capital Investors	—	—	—	—
	Sub-Total (B1)	1,00,100	1.43	1,00,100	1.28
	2 Non-Institutions				
	a Private Corporate Bodies	2,84,751	4.07	2,84,751	3.65
	b Indian Public	27,21,674	38.88	27,21,674	34.80
	c NRIs	1,16,800	1.67	1,16,800	1.49
	d Clearing Members	61,087	0.87	61,087	0.78
	e Others(Trusts)	—	—	—	—
	Sub-Total (B2)	31,84,312	45.49	31,84,312	40.72
	Sub-Total (B = B1+B2)	32,84,412	46.92	32,84,412	42.00
C	Shares held by Custodians and against Depository Receipts, FCCBs etc.,	—	—	—	—
	Grand Total (A+B+C)	70,00,400	100.00	78,20,482	100.00

Notes :

- i) The above table has been prepared on the basis of the shareholding pattern as on 30.09.2017.
- ii) The Post-issue shareholding pattern in the above table has been prepared on the basis that the proposed allottees would have subscribed to and been allotted 8,20,082 warrants to be converted into equity shares within 18 months from the date of the allotment of the warrants of the Company. In the event for any reason, they does not or are unable to subscribe to and/or is not allotted the warrants, the shareholding pattern in the above table would undergo corresponding changes.
- d) Proposed time within which the allotment shall be completed**
The Allotment of the warrants shall be completed within 15 days from the date of the Extra-Ordinary General Meeting provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment by any regulatory authority or the Central Government, the allotment shall be completed within 15 days from the date of such approval.
- e) Identity of proposed allottee(s) of warrants and the percentage of the post issue capital that may be held by him / her on conversion of the warrants into shares.**

Sl No.	Name & Address of the proposed Allottee	Ultimate Beneficial owner(s) of the shares	Relation, if any, with the promoters or person in control of the Company	Percentage of the post issue capital that may be held by him / her on conversion of the warrants into shares
1	Mrs.Sunitha Vemulapalli	Not Applicable	Promoter	21.91
2	Mr.Rohit Vemulapalli	Not Applicable	Promoter	1.89
3	Mr.Venkat N.R. Akkineni	Not Applicable	Promoter	2.94
4	Ms.Annapurna Akkineni	Not Applicable	Promoter	3.29
5	Mr.Aditya Akkineni	Not Applicable	Promoter	5.53

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

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

g) Undertaking:

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

h) Non transferability of the Securities

The securities issued and allotted on a preferential basis hereunder will be subject to lock-in as specified under Chapter VII of the SEBI (ICDR) Regulations, 2009.

i) Price at which allotment is proposed

The pricing of the warrants shall not be lower than the price determined in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009. The proposed allottees of the warrants have agreed to pay the price determined in accordance with these Regulations. A copy of the certificate from CS/CA for pricing of warrant as per the SEBI Regulations shall be placed before the shareholders at the meeting. The Relevant Date for the purpose of determining the issue price of the warrants shall be 30 days prior to the date of the Extra-Ordinary General Meeting i.e. October 18, 2017. As per Section 62(1)(C) of the Companies Act 2013, approval of the shareholders in the General Meeting is required for the issue of the shares by way of preferential allotment as stated in the resolution. Hence consent of the shareholders by way of special resolution is being sought for the issue of such warrants on preferential basis.

j) Certificate from the statutory auditor

A copy of the certificate obtained from the statutory auditor, certifying that the issue is being made in accordance with the requirements of these regulations will be placed before the EGM.

The Board recommends the resolution for approval by way of Special Resolution. Except Mr. Venkat N.R. Akkineni, Mrs. Jyothsna Akkineni and Mr. Ashok Vemulapalli, none of the Directors are interested in the resolution.

By order of the Board
For **ALUFLUORIDE LIMITED**

Hyderabad
18 October, 2017

VENKAT N.R. AKKINENI
Managing Director
DIN 00013996

ALUFLUORIDE LIMITED

Regd. Office: Mulagada, Mindi, Visakhapatnam - 530 012, Andhra Pradesh.
Tel. : +91 891 2548567, 2577077 • E-mail Id : contact@alufluoride.com; Website: www.alufluoride.com
CIN No. : L24110AP1984PLC005096

ATTENDANCE SLIP

Extraordinary General Meeting on 17th November, 2017 at 11.00 A.M.
at Mulagada, Mindi, Visakhapatnam – 530 012 (A.P.).

Name of the Shareholder:

Folio No.

- A member/proxy wishing to attend the meeting must complete this Attendance Slip and hand it over at the entrance.
- If you intend to appoint a proxy, please complete the Proxy Form below and deposit it at the Company's Registered Office 48 hours before the meeting. Please ensure that the proxy brings this Attendance Slip with him for the meeting.

I hereby record my presence at the Extraordinary General Meeting of the Company held at Mulagada, Mindi, Visakhapatnam 530 012, on 17th November, 2017.

Name of the Proxy (if any) in Block Letters

Signature of the Member/Proxy

PROXY FORM

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

Name of the company : **Alufluoride Limited** (CIN: L24110AP1984PLC005096)

Registered office: Mulagada, Mindi, Viskhapatnam-530 012

Name of the Member(s) :

Registered Address:

E-mail ID :

Folio No. / DP ID - Client ID :

I/We, being the member(s) holding equity shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature: or failing him/her

2. Name:

Address:

E-mail Id:

Signature: or failing him/her

3. Name:

Address:

E-mail Id: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on the Friday, 17th day of November, 2017 at 11.00 a.m. at the Registered Office of the Company and at any adjournment there of in respect of such resolutions as are indicated below:

Resolution No.	Subject matter of the Resolution
1	Issue of Share Warrants to Promoters & Non-Promoters

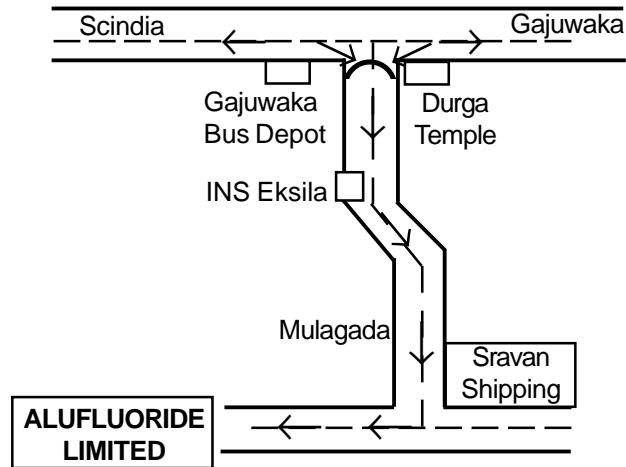
Signed this day of 2017

Signature of shareholder _____

Affix Revenue stamp of Rs.1/-
--

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ROUTE MAP



INSTRUCTIONS FOR E-VOTING

The procedure and instructions for e-voting are as under:

- (i) Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.
- (ii) Now click on "Shareholders" to cast your votes.
- (iii) Now, select the "Company Name" Alufluoride Limited from the drop down menu and click on "SUBMIT".
- (iv) Now, fill up the following details in the appropriate boxes:

For Members holding in DEMAT FORM

USER ID	a) For NSDL:- 8 Character DP ID followed by 8 digits Client ID b) For CDSL:- 16 digits beneficiary ID c) For Members holding shares in Physical Form:- Folio Number registered with the Company
PAN *	Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the sequence number (Sequence number has been provided as Serial number in the address label and / or in the e-mail sent to Members) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name.

Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
please enter any one of the details in order to login. In case both the details are not recorded with the depository and company, please enter the Member id / folio number in the Dividend Bank details field

- v. After entering these details appropriately, click on "SUBMIT" tab.
- vi. Members holding shares in Physical form will then reach directly to the voting screen.
- vii. Members holding shares in Demat form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password is also to be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- 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 communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- ix. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.
- x. For Members holding shares in physical form, the password and default number can be used only for e-voting on the resolutions contained in this Notice.
- xi. On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Enter the number of shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding.
- xii. After selecting the resolutions you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv. Institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter, etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at: contact@alufluoride.com with a copy marked to: helpdesk.e-voting@cdslindia.com
- xv. In case you have any queries or issues regarding e-voting, please contact -helpdesk.e-voting@cdslindia.com.

PRINTED MATTER

To

If undelivered, Please return to :

ALUFLUORIDE LIMITED

MULAGADA, MINDI
VISAKHAPATNAM 530 012, INDIA

Phone : (91 891) 2577077, 2548567

Email : contact@alufluoride.com

Web : www.alufluoride.com