



## SUNIL INDUSTRIES LIMITED

(AN ISO 9001 & 14001 CERTIFIED COMPANY)

Corporate Office  
315, Rewa Chambers  
New Marine Lines, Mumbai - 400 020  
Tel. : (022) 2201 7389/2208 7860  
Fax : (022) 2208 4594  
E-mail :  
info@sunilgroup.com  
www.sunilgroup.com  
CIN No. L99999MH1976PLC019331

**Date: 02<sup>ND</sup> September, 2017**

To,  
The Department of Corporate Service  
**BSE Limited**  
Department of Corporate Service  
14<sup>th</sup> Floor, P.J. Tower  
Dalal Street, Fort,  
Mumbai - 400 001

**Sub: Notice of Annual General Meeting to be held on 26<sup>th</sup> September, 2017**

**Ref: Sunil Industries Limited, Script Code- 521232**

Dear Sir/Madam,

Kindly find attached herewith notice of 41<sup>st</sup> Annual General Meeting of the Company Sunil industries Limited to be held on ~~Tuesday~~, 26<sup>th</sup> September, 2017 at the registered office of the Company situated at D-8, MIDC Phase II, Manpada Road, Dombivli (East), Dist - Thane - 421 203 at 11.00 am to transact the business notified in the accompanying notice of Annual General Meeting.

Kindly take the same on your records and acknowledge the receipt of the same

Thanking You,

Yours Truly,

**FOR SUNIL INDUSTRIES LIMITED**

**PRADEEP ROONGTA  
WHOLE-TIME DIRECTOR & CFO  
DIN 00130283**

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 41<sup>st</sup> ANNUAL GENERAL MEETING OF MEMBERS OF SUNIL INDUSTRIES LIMITED WILL BE HELD ON TUESDAY THE 26<sup>TH</sup> SEPTEMBER, 2017 AT 11.00 AM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT D-8, MIDC PHASE II, MANPADA ROAD, DOMBIVLI (EAST), DIST - THANE - 421 203 TO TRANSACT THE FOLLOWING BUSINESS.**

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### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2017, Statement of Profit & Loss & Cash Flow Statement for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To appoint Mr. Ramesh Khanna, Whole Time Director (holding Din 00130351) who retires by rotation being eligible offers himself for re-appointment as Director.
3. To appoint M/S P R Agarwal & Awasthi, Chartered Accountants (FRN 117940W) as Statutory Auditors of the Company and to fix their remuneration.

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) M/S P R Agarwal & Awasthi, Chartered Accountants, Mumbai registered with the Institute of Chartered Accountants of India vide firm registration no. 117940W be and hereby appointed as Statutory Auditors of the Company in place of retiring auditors M/s. V. K. Beswal & Associates to audit the accounts of the Company for a period of Five Consecutive years from the conclusion this Annual General Meeting till the conclusion of Forty Sixth Annual General Meeting to be held in the year 2022, subject to ratification of the appointment by the shareholders of the Company at every Annual General Meeting till the completion of their term of Five consecutive years.

**RESOLVED FURTHER THAT** the said appointment of M/S P R Agarwal & Awasthi, as the statutory auditors be on the terms and conditions and on such remuneration plus applicable tax and out of pocket expenses to be mutually decided by the Board on due recommendation of the Audit Committee in consultation with the Statutory Auditors of the Company.”

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary for effecting the aforesaid resolution including but not limited to filing of necessary forms with Registrar of Companies.

### **SPECIAL BUSINESS:**

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

**RESOLVED THAT** pursuant to provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-

enactment thereof for the time being in force) and any other applicable provisions, if any, the appointment of M/s Shanker Chaudhary & Co., Cost Accountants as Cost Auditors of the Company by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2017-18 at remuneration of Rs. 1,25,000/- p.a plus applicable taxes as paid to them be and is hereby ratified.”

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary for effecting the aforesaid resolution including but not limited to filing of necessary forms with Registrar of Companies.

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

**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of Corporate Governance and any other applicable provisions of the Listing Obligation and Disclosure Requirements, Regulations, 2015 (including any amendment, modification(s) or re-enactment thereof), the consent of the members of the Company be and is hereby accorded for entering into transaction(s) with the following related party(ies) upto the maximum amount mentioned there against, in each financial year on such terms and conditions as may be mutually agreed between the Company and the related party(ies):

Sr. No.	Name of the Related Party	Nature of Transaction(s) (Singly or all taken together)	Maximum Value of the Transaction(s) per annum (Rs.in Crores)
1.	Sunil Fabrics Private Limited	a) Sale and/or purchase of chemicals/materials b) Availing or rendering of Services c) Leasing of property	20
2.	Sunil Synthetics Private Limited	a) Sale and/or purchase of chemicals/materials b) Availing or rendering of Services c) Leasing of property	20
3.	Vandana Textiles	a) Sale and/or purchase of chemicals/materials b) Availing or rendering of Services	20

		c) Leasing of property	
4.	Eske Tex (India) Private Limited	a) Sale and/or purchase of chemicals/materials b) Availing or rendering of Services c) Leasing of property	20
5.	Sunil Prints Private Limited	a) Sale and/or purchase of chemicals/materials b) Availing or rendering of Services c) Leasing of property	20
6.	Sunil EXIM Private Limited	a) Sale and/or purchase of chemicals/materials b) Availing or rendering of Services c) Leasing of property	20
7.	Sunil Bleaching Co. Private Limited	a) Sale and/or purchase of chemicals/materials b) Availing or rendering of Services c) Leasing of property	20
8.	Apple Mines & Minerals Private Limited	a) Sale and/or purchase of chemicals/materials b) Availing or rendering of Services c) Leasing of property	20
9.	Rarefab Textiles pvt ltd	a) Sale and/or purchase of chemicals/materials b) Availing or rendering of Services c) Leasing of property	20

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to do all such acts, deeds, matters & things and to take such steps, settle any queries, difficulties, doubts that may arise with regard to any transaction(s) with the related party(ies) and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable

for the purpose of giving effect to this resolution and for the matters connected therewith or incidental thereto.

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

**“RESOLVED THAT** pursuant to the provisions of section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 27(2) of the Listing Obligation and Disclosure Requirements, Regulations 2015, Mr. Rajesh Tibrewal (holding DIN 00130509), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years commencing from 22nd August, 2017 to 21st August, 2022, not liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary for effecting the aforesaid resolution including but not limited to filing of necessary forms with Registrar of Companies”

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

**“RESOLVED THAT** pursuant to section 20 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, consent of the members of the Company be and is hereby accorded to charge from a member in advance, a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode if any request has been made by such member for delivery of such documents to him through such mode of service provided such request along with the requisite fees has been duly received by the Company as least one week in advance of the dispatch of the document by the Company.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary for effecting the aforesaid resolution including but not limited to filing of necessary forms with Registrar of Companies”

**ON BEHALF OF THE BOARD  
FOR SUNIL INDUSTRIES LIMITED**

**SD/-  
VINOD LATH  
MANAGING DIRECTOR & CHAIRMAN  
DIN NO: 00064774**

**DATE: 22<sup>nd</sup> August, 2017  
PLACE: DOMBIVLI**

**EXPLANATORY STATEMENT**  
**AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 4**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Rs. 1,25,000/- p.a to be paid to M/s Shanker Chaudhary & Co., Cost Accountants as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2016 -17.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2016 - 17.

The Board of Directors accordingly recommends the Resolutions set out at Item No. 4 of the accompanying Notice for the approval of the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in aforementioned resolution.

**Item No. 5**

Section 188 of the Companies Act, 2013 read with Rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribes the procedure for approval of related party transaction(s). The provisions of Corporate Governance as per listing obligation and Disclosure Requirements, Regulations 2015 also prescribes seeking of shareholders' approval for material related party transaction(s).

In terms of the provisions of Corporate Governance as per listing obligation and Disclosure Requirements, Regulations 2015, transaction(s) with a related party are considered material if the transaction(s) to be entered into individually or taken together with previous transaction(s) during a financial year exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

Sunil Fabrics Private Limited; Sunil Synthetics Private Limited; Vandana Textiles; Eske Tex (India) Private Limited; Sunil Prints Private Limited; Sunil EXIM Private Limited; Sunil Bleaching Co. Private Limited; Apple Mines & Minerals Private Limited & Rarefab Textiles pvt ltd are "Related Party" within the provisions of Corporate Governance as per listing obligation and Disclosure Requirements, Regulations 2015

In terms of provisions of Corporate Governance as per listing obligation and Disclosure Requirements, Regulations 2015, all material Related Party Transaction(s) shall require the approval of the members through Ordinary Resolution and all entities/persons that are directly/indirectly related parties of the Company shall abstain from voting on such resolutions.

Accordingly, the Promoter Group and all such related parties who are shareholders shall abstain from voting on this resolution for approval of material related party transactions

The disclosures required to be made under the provisions of the Companies Act, 2013 and the Companies

(Meeting of Board and its Powers) Rules, 2014 are given herein below:

1. Nature of relationship: All the related parties mentioned in the table above are directly or indirectly controlled by the same management.
2. Name of the Director or Key Managerial Personnel who is related, if any: None of the Directors or Key Managerial Personnel is related.
3. Nature, material terms, monetary value and particulars of the contract or arrangement: As per Item no. 5 of this Notice.
4. Any other information relevant or important for the members to take a decision on the proposed resolution: The transactions are based on business requirements and are necessary for the smooth and efficient functioning of your Company.

Keeping in view the intent of the law, all transactions (irrespective of the nature of transactions) with a related party have been aggregated while applying threshold limits for seeking your approval.

The above contracts/arrangements/transactions were approved by the Audit Committee and the Board of Directors as the same are in the interest of the Company.

The Board of Directors recommends the Resolution set out in Item No. 5 of the accompanying Notice for the approval by the unrelated shareholders of the Company. None of the Directors, Key Managerial Personnel (KMP) and / or Relatives of Directors or KMP are concerned or interested financially or otherwise in the proposed resolution.

#### **Item No. 6**

The Board of Directors has received a notice from the shareholder proposing the candidature of Mr. Rajesh Tibrewal (holding DIN 00130509), as a Independent Director to be appointed under the provisions of Section 149 and 152 of the Companies Act, 2013, Mr. Rajesh Tibrewal (holding DIN 00130509), having experience in Accounting & Finance and he is a Bachelor in Commerce from Jaipur University. The Company has received from Mr. Rajesh Tibrewal (i) consent in writing to act as Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014 (ii) intimation in Form DIR- 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the companies Act, 2013. The Resolution seeks the approval of members for the appointment of Mr. Rajesh Tibrewal as Independent Director of the Company for a term of 5 consecutive years pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made hereunder. He is not liable to retire by rotation. In the opinion of the Board of Directors, Mr. Mr. Rajesh Tibrewal proposed to be appointed, as a Independent Director, fulfills the conditions specified in the Companies Act, 2013 and the Rules made hereunder and he is independent. A copy of the draft letter for the appointment of Mr. Rajesh Tibrewal as a

Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's Registered Office during normal business hours on working days up to the date of the Annual General Meeting.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Rajesh Tibrewal for whom the Resolution relates, are interested or concerned in the Resolution. The Board seeks approval of the members for the appointment of Mr. Rajesh Tibrewal as Independent Director of the Company for five consecutive years for a term for 5 consecutive years commencing from 22nd August, 2017 to 21st August, 2022 pursuant to section 149 and other applicable provisions of the Act, Rules made there under and that she shall not be liable to retire by rotation.

• **Ratification of Appointment of Mr. Rajesh Tibrewal as Independent Director of the Company.**

Pursuant to the provisions of section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 27(2) of the Listing Obligation and Disclosure Requirements, Regulations 2015, Mr. Rajesh Tibrewal (holding DIN 00130509), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director.

Brief Profile of Mr. Rajesh Tibrewal

Name of Director	:	<b>Mr. Rajesh Tibrewal</b>
Age	:	45 years
Qualification	:	<b>B.com (Jaipur University)</b>
Expertise in functional Area	:	<b>Accounting &amp; Finance Mr. Tibrewal being himself in the Business of Textiles has immense knowledge of the Functioning of the Textile industry and Financial aspects of the Industry.</b>
Directorship and Committee membership in other Indian Listed Companies as on 22 <sup>nd</sup> August, 2017.	:	<b>NIL</b>
Disclosure of relationships between directors (in case of appointment of a director)	:	<b>Mr. Rajesh Tibrewal is not related to any other Director of the Company.</b>
Shareholding in the Company	:	<b>Nil</b>

Your Directors hereby recommend his appointment as Independent Director of the Company and resolution for his appointment is put forward for your approval.



None of the Directors, Key Managerial Personnel (KMP) and / or Relatives of Directors or KMP are concerned or interested financially or otherwise in the proposed resolution other than the Director to be appointed.

#### **Item No. 7**

As per the provisions of section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. Further, proviso to sub-section (2) of Section 20 states that a member as may request for delivery of any documents through a particular mode, for which he shall pay such fees in advance as may be determined by the Company in its Annual General Meeting.

Accordingly, the Board of Directors have proposed that a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by any member for delivery of such documents to him through such mode of service, be taken to cover the cost of such delivery.

None of the Directors, Key Managerial Personnel (KMP) and / or Relatives of Directors or KMP are concerned or interested financially or otherwise in the proposed resolution.

#### **Notes:**

- 1) The Board of Directors at their meeting held on 22<sup>nd</sup> August, 2017 have amended the Notice of Annual General Meeting previously approved on 14<sup>th</sup> August, 2017 to include the Resolution of Ratification of Appointment of Independent Director in Item No. 6 and to provide Information on appointment of Company Secretary pursuant to clause 1.2.9 of Secretarial Standards 2 issued by the Institute of Company Secretaries of India.
- 2) A member entitled to attend and vote at the meeting is entitled to appoint proxy / proxies to attend and vote instead of himself and the proxy need not be a member of the company.
- 3) A Person can act as proxy for only 50 members and holding in aggregate not more than 10 percent of the total share capital of the company carrying voting rights. Member holding more than 10 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 proxy for any other member.
- 4) Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.
- 5) The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.
- 6) Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting and also their copy of the annual report.
- 7) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.

- 8) The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company
- 9) The Register of Members and Share Transfer Register in respect of equity shares of the Company will remain closed from **Wednesday, 20<sup>th</sup> September, 2017 to Tuesday, 26<sup>th</sup> September, 2017 (both days inclusive).**
- 10) As a measure of economy, copies of the Annual Reports and Accounts will not be distributed at the Meeting. Members are therefore, requested to bring their copies to the Meeting.
- 11) In furtherance of Green Initiative in Corporate Governance by Ministry of Corporate Affairs, the Shareholders are requested to register their email id with the Company or with the Registrar and Transfer Agents.
- 12) In furtherance of Green Initiative in Corporate Governance by Ministry of Corporate Affairs, the Shareholders are requested to register their email ID with the Company or with the Registrar and Transfer Agents.
- 13) Members/Proxies are requested to produce the attendance slip duly signed, sent along with the Annual Report and Accounts, for admission to the meeting hall.
- 14) Members who are holding shares in identical order or names in more than one folio are requested to write to the company to enable the company to consolidate their holdings in one folio.
- 15) Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updation of Savings Bank Account details to their respective Depository Participants.
- 16) In terms of Section 124 of the Companies Act, 2013 (corresponding to Section 205A Companies Act, 1956), any dividend remaining unpaid for a period of seven years from the due date of payment is required to be transferred to Investor Education and Protection Fund. Members who have not encashed their dividend warrants are requested to write to the Registrars and Share Transfer Agents. The details of dividend unclaimed (if any) are uploaded on the Company's website at <http://www.sunilgroup.com> for shareholders information.
- 17) Electronic copy of the Notice of the 41<sup>st</sup> Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 41<sup>st</sup> Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- 18) Members may also note that the Notice of the 41<sup>st</sup> Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website [www.sunilgroup.com](http://www.sunilgroup.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [info@sunilgroup.com](mailto:info@sunilgroup.com)

19) Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.

20) Members are requested to send all communications relating to shares, bonds and unclaimed dividends, change of address etc. to the Registrar and Share Transfer Agents at the following address:

**Link Intime India Pvt. Ltd**

C-101, 247 Park,

L.B.S. Marg, Vikhroli (West),

Mumbai - 400 083 .Tel: +91 22 49186270 Fax: +91 22 49186060

Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) Website: <http://www.linkintime.co.in>

If the shares are held in electronic form, then change of address and change in the Bank Accounts etc. should be furnished to their respective Depository Participants (DPs).

21) Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 41<sup>st</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL):

A member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through e-voting or by ballot. If a member casts votes by all the three modes, then voting done through e-voting shall prevail and voting through other means shall be treated as invalid.

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

**22) In case of members receiving e-mail:**

- (i) The voting period begins **on Saturday, 23<sup>rd</sup> September, 2017 at 9.00 am and ends on Monday, 25<sup>th</sup> September, 2017 at 5.00 pm**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Tuesday, 19<sup>th</sup> September, 2017** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Open e-mail
- (iii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (iv) Click on "Shareholders" tab.
- (v) Now Enter your User ID:

- a) For CDSL: 16 digits beneficiary ID;
- b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
- c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (vi) Next enter the Image Verification Code / Captcha Code as displayed and Click on Login.
- (vii) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and had cast your vote earlier for EVSN of any company/entity, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below.

Now, fill up the following details in the appropriate boxes:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>For physical shareholders, please use the first two letters of your Name and the 8 digits of the sequence number in the PAN field.</p> <ul style="list-style-type: none"> <li>• 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 in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field..</li> </ul>
DOB#	<p>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.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login.</li> </ul> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then reach directly the EVSN selection screen.
- (xi) However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting on resolutions 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.

- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (xiii) Click on the **170822096** EVSN number of Sunil Industries Limited on which you choose to vote.
- (xiv) On the voting page, you will see Resolution Description and against the same the option “YES/NO” for voting. Select the option “YES” or “NO” as desired. The option “YES” implies that you assent to the Resolution and option “NO” implies that you dissent to the Resolution.
- (xv) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- (xvi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xix) If Demat account holder has forgotten the changed password, then enter the User ID and image verification code/Captcha Code and click on Forgot Password & enter the details as prompted by the system.
- (xx) For Non – Individual Shareholders, Custodians and Institutional Shareholders:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details, they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

In case of members receiving the physical copy:

- Please follow all steps from Sr. no. (i) To Sr. no. (xix) above, to cast vote

**Other Instructions:**

- (A) If you are already registered with CDSL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- (B) 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 communication(s).
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- (D) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evotingindia.com](http://www.evotingindia.com)
- (E) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of **Tuesday, 19<sup>th</sup> September, 2017.**
- (F) Mr. Hemant Shetye, Partner of M/s HS Associates, Practicing Company Secretaries (Membership No. FCS 2827) has been appointed as the Scrutinizer to scrutinize voting process for the Annual General Meeting in a fair and transparent manner.
- (G) The Scrutinizer shall within a period not exceeding two (2) days from the conclusion of the Annual General Meeting shall unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company
- (H) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website <http://www.sunilgroup.com> and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited.
- (I) Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Hemant Shetye, Partner of HS Associates, Practicing Company Secretaries, at the Registered office of the Company not later than **Monday, 25<sup>th</sup> September, 2017 (5.00 pm IST)**

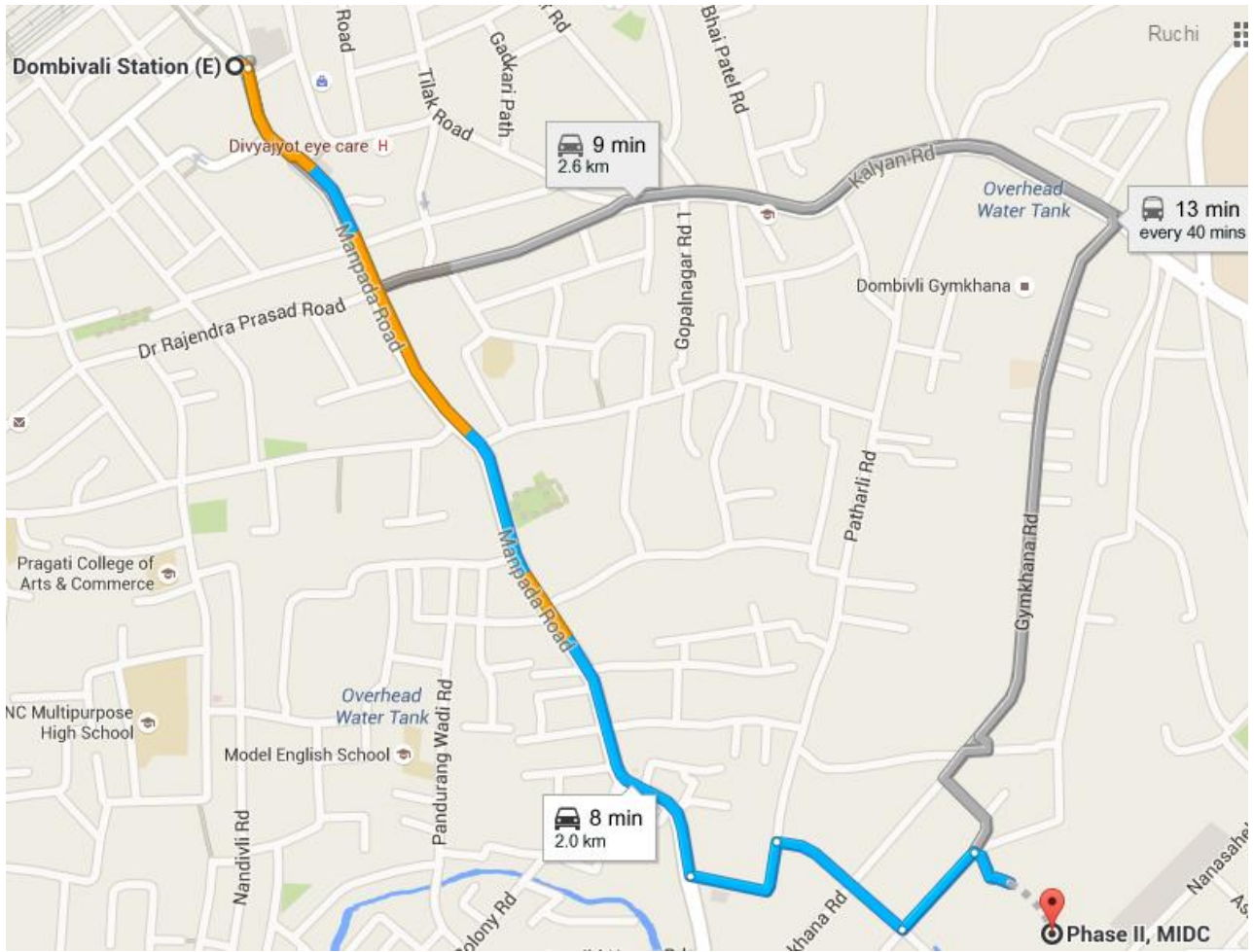
- (J) Ballot Form received after this date will be treated invalid.
- (K) A member can opt only for one mode of voting i.e either through e-voting or by Ballot. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- 23) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during **normal business hours (9.00 am to 5.00 pm)** on all working days, up to and including the date of the Annual General Meeting of the Company.
- 24) The Ministry of Corporate Affairs (MCA) has taken a “Green Initiative in Corporate Governance” (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allowing companies to dispatch documents to the shareholders through electronic mode. Considering the above theme, your company had decided to send Annual Report through electronic mode.

**ON BEHALF OF THE BOARD  
FOR SUNIL INDUSTRIES LIMITED**

**SD/-  
VINOD LATH  
MANAGING DIRECTOR & CHAIRMAN  
DIN NO: 00064774**

**DATE: 22<sup>nd</sup> AUGUST, 2017  
PLACE: DOMBIVLI**

## Route Map of Annual General Meeting



**Landmark:** MIDC

**Distance from Dombivli Railway Station:** 2 Km