



# SINTEX INDUSTRIES LIMITED

CIN: L17110GJ1931PLC000454

Registered Office: Kalol (N.G.) – 382 721, Dist: Gandhinagar, Gujarat, India.

Phone No.: +91-2764-253000, Fax No.: +91-2764-222868,

E-mail: bvm@sintex.co.in, Web site: www.sintex.in

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 86TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF SINTEX INDUSTRIES LIMITED WILL BE HELD AS SCHEDULED BELOW:**

DATE : 14<sup>th</sup> September, 2017  
DAY : Thursday  
TIME : 10.30 a.m.  
PLACE : Registered Office: Kalol (N.G.) - 382 721, Dist: Gandhinagar, Gujarat, India.

to transact the following Businesses:-

### ORDINARY BUSINESS:

- (1) To receive, consider and adopt;
  - (a) the audited financial statement of the Company for the financial year ended March 31, 2017, the Reports of the Board of Directors and the Auditors of the Company thereon.
  - (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2017.
- (2) To declare a dividend on equity shares of the Company.
- (3) To appoint a Director in place of Mr. Amit D. Patel, (DIN : 00171035), liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
- (4) To ratify the appointment of auditors of the Company, and to fix their remuneration and to pass the following resolution as an **ordinary resolution**:

"RESOLVED THAT, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the Audit Committee of the Board of Directors and pursuant to the resolution passed by the members at the 83<sup>rd</sup> AGM of the Company held on August 1, 2014, the appointment of M/s Shah & Shah Associates, (FRN 113742W), Chartered Accountants, Ahmedabad as the Statutory Auditors of the Company to hold office till the conclusion of the 87<sup>th</sup> AGM of the Company, be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2018 as may be determined by the Board of Directors in consultation with the auditors."

### SPECIAL BUSINESS:

- (5) To approve the remuneration of the Cost Auditor for the financial year ending March 31, 2018.

To consider and if thought fit, to give your assent / dissent to the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Kiran J. Mehta & Co., Cost Accountants, Ahmedabad, the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018, be paid the remuneration of ₹3,00,000/- plus applicable taxes as recommended by the Audit Committee and approved by the Board of Directors and as set out in the Statement annexed to the Notice convening this Meeting;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

- (6) To adopt new set of Articles of Association (AOA) of the Company.

To consider and if thought fit, to give your assent / dissent to the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, of the Companies Act, 2013 read with Companies (Incorporation) Rules 2014 or any other law for the time being in force (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the Company be altered by substitution and superseding the same by the new Articles of Association.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

- (7) Re-appointment of Mr. Ramnikhbhai H. Ambani as an Independent Director of the Company

To consider and if thought fit, to give your assent / dissent to the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ramnikbhai H. Ambani (DIN : 00004785), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of 86<sup>th</sup> Annual General Meeting and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term upto 89<sup>th</sup> Annual General Meeting of the Company."

- (8) Re-appointment of Dr. Rajesh B. Parikh as an Independent Director of the Company

To consider and if thought fit, to give your assent / dissent to the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr. Rajesh B. Parikh (DIN : 00171231), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of 86<sup>th</sup> Annual General Meeting and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term upto 89<sup>th</sup> Annual General Meeting of the Company."

- (9) Re-appointment of Dr. Lavkumar Kantilal Shah as an Independent Director of the Company

To consider and if thought fit, to give your assent / dissent to the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr. Lavkumar Kantilal Shah (DIN : 01572788), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of 86<sup>th</sup> Annual General Meeting and being eligible, and in respect of whom the Company has received a notice in writing under Section

160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term upto 89<sup>th</sup> Annual General Meeting of the Company."

- (10) Re-appointment of Dr. Narendra K. Bansal as an Independent Director of the Company

To consider and if thought fit, to give your assent / dissent to the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr. Narendra K. Bansal (DIN : 03086069), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of 86<sup>th</sup> Annual General Meeting and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term upto 89<sup>th</sup> Annual General Meeting of the Company."

- (11) Re-appointment of Mrs. Indira J. Parikh as an Independent Director of the Company

To consider and if thought fit, to give your assent / dissent to the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Indira J. Parikh (DIN : 00143801), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of 86<sup>th</sup> Annual General Meeting and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term upto 89<sup>th</sup> Annual General Meeting of the Company."

By Order of the Board of Directors

**Registered Office:**

Kalol (N.G.) – 382 721

Dist : Gandhinagar, Gujarat, India

Date : 31<sup>st</sup> July, 2017

**Hitesh T. Mehta**  
Company Secretary

## Notes :

- a) **A MEMBER entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight 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.**

- b) The relative Explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013, in respect of the special business under item No. 5 to 11 are annexed hereto.
- c) The Register of Members and Share Transfer Books will remain closed from 06.09.2017 to 14.09.2017 (both days inclusive).
- d) Subject to the provisions of Section 126 of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the Annual General Meeting, will be dispatched/remitted commencing on or from 18.09.2017.
- e) All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection by the Members at the registered office of the Company on all working days during normal business hours up to the date of the Annual General Meeting.
- f) In terms of the provisions of Section 205(C) of the Companies Act, 1956, the amount of dividend not encashed or claimed within 7 (seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund established by the Government.
- g) Members who have neither received nor encashed their dividend warrant(s) for the financial years 2009-10 upto 2015-16, are requested to write to Company's Registrar & Share Transfer Agent, Link Intime India Pvt. Ltd., 5<sup>th</sup> Floor, 506 to 508, Amarnath Business Centre – 1 ( ABC-1), Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off C G Road, Ellisbridge, Ahmedabad - 380006, Gujarat mentioning the relevant Folio number or DP ID and Client ID, for issuance of duplicate/revalidated dividend warrant(s).
- h) Members holding shares in physical form are requested to promptly notify in writing any changes in their address/bank account details to Company's Registrar & Share Transfer Agent, Link Intime India Pvt. Ltd., 5<sup>th</sup> Floor, 506 to 508, Amarnath Business Centre – 1 ( ABC-1), Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off C G Road,

Ellisbridge, Ahmedabad - 380006, Gujarat. Members holding shares in electronic form are requested to notify the changes in the above particulars, if any, directly to their Depository Participants (DP).

- i) Copies of the Annual Report 2016-2017 are being sent through electronic mode to such members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes. For members whose email addresses are not available with the Company, physical copies of the Annual Report 2016-2017 are being sent pursuant to provisions of the Companies Act, 2013.
- j) A Route map showing directions to reach the venue of the 86<sup>th</sup> AGM is given at the end of this Notice as per the requirement of Secretarial Standard-2 on “General Meeting”
- k) Voting through Electronic means :
- Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and sub clause (1) & (2) of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Annual General Meeting by electronic means. The members may cast their votes using an electronic voting system through remote e-voting services provided by Central Depository Services (India) Limited (CDSL) from a place other than the venue of the Meeting.
  - 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.
  - The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the Agency to provide e-voting facility.
  - The Board of Directors of the Company has appointed M/s. M. C. Gupta & Co., Company Secretaries, (Membership No. FCS :2047) (Address : 703, Mauryansh Elanza, Nr. Parekh's Hospital, Shyamal Cross Roads, Ahmedabad - 380015) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - The Members whose names appear in the Register of Members / List of Beneficial Owners as on 07.09.2017 (cut – off date) i.e., the date prior to the commencement of Book Closure Date, are entitled to vote on the resolutions set forth in this Notice.

## PROCEDURE FOR E-VOTING:

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 11.09.2017 (10:00 a.m.) and will end on 13.09.2017 (5:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, 07.09.2017 may

cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. A person who is not a member as on cut-off date should treat this Notice for information purpose only.

- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given in the table below:
- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. 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 for 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
  - 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 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.

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• 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 (iv).</li> </ul>

- The list of accounts linked in the login 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.
- (xx) 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).

#### General Instructions:

- i. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 07.09.2017.
- ii. Members can opt for only one mode of voting, i.e., either by remote e-voting or physical poll. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical poll will be treated as invalid.
- iii. Members who do not have access to remote e-voting facility have been additionally provided the facility of

voting through Ballot paper at the Meeting and Members attending the Meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting.

- iv. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the Meeting, 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.
- v. The result of the voting on the Resolutions at the Meeting will be announced by the Chairman or any other person authorized by him forthwith on receipt of the Scrutinizer's Report. In case of queries/grievances connected with e-voting, Members/Beneficial owners may contact CDSL at e-mail- [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

The results declared will also be placed on the Company's website and communicated to the Stock Exchanges.

## ANNEXURE TO THE NOTICE

### Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013.

#### Item No. 5

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Cost Auditors to conduct the audit of Textile Division of the Company for the financial year ending March 31, 2018 as per the following details.

(Amount in ₹)

Sr. No.	Name of the Cost Auditor	Segment of the Company	Audit fees
1	M/s. Kiran J. Mehta & Co. (FRN : 000025)	Textile Division	3,00,000

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 as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

#### Item No. 6

Members are aware that the Ministry of Corporate Affairs ("MCA") has notified most of the sections of the Companies Act, 2013 ("the Act") which replace the provisions of the Companies Act, 1956. The MCA has also notified the Rules pertaining to the further notified sections.

In order to bring the existing AOA of the Company in line with the provisions of the Act, the Company will have to make numerous changes in the existing AOA. It is therefore considered desirable to adopt a comprehensive new set of Articles of Association of the

Company ("New Articles"), in substitution of and to the exclusion of the existing AOA.

Pursuant to the provisions of Section 14 of the Act, approval of the shareholders of the company by special resolution is required for the adoption of the New Articles to replace the existing AOA and accordingly, the approval of the shareholders is being sought for the adoption of the New Articles.

A copy of the existing AoA and the proposed new set of the AoA of the Company would be available for inspection at the registered office of the Company on all working days except Sundays and Holidays between 11.00 A.M and 1.00 P.M upto the date of Meeting and will also be available at the venue of the Meeting. The proposed new set of the AoA is being uploaded on the Company's website for perusal by the shareholders.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice.

#### **Item No. 7 to 11**

Mr. Ramnikbhai H. Ambani (DIN : 00004785), Dr. Rajesh B. Parikh (DIN : 00171231), Dr. Lavkumar Kantilal Shah (DIN : 01572788), Dr. Narendra K. Bansal (DIN : 03086069) and Mrs. Indira J. Parikh (DIN : 00143801) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges. They hold office as Independent Directors of the Company up to the conclusion of the ensuing Annual General Meeting of the Company ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended reappointment of Mr. Ramnikbhai H. Ambani, Dr. Rajesh B. Parikh, Dr. Lavkumar Kantilal Shah, Dr. Narendra K. Bansal and Mrs. Indira J. Parikh as Independent Directors for a second term upto 89<sup>th</sup> Annual General Meeting of the Company.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of Nomination and Remuneration Committee, considers that, given their background and experience and contributions made by them during their tenure, the continued association of Mr. Ramnikbhai H. Ambani, Dr. Rajesh B. Parikh, Dr. Lavkumar Kantilal Shah, Dr. Narendra K. Bansal and Mrs. Indira J. Parikh would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Mr. Ramnikbhai H. Ambani, Dr. Rajesh B. Parikh, Dr. Lavkumar Kantilal Shah, Dr. Narendra K. Bansal and Mrs. Indira J. Parikh as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term upto 89<sup>th</sup> Annual General Meeting of the Company.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act.

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Mr. Ramnikbhai H. Ambani, Dr. Rajesh B. Parikh, Dr. Lavkumar Kantilal Shah, Dr. Narendra K. Bansal and Mrs. Indira J. Parikh are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Ramnikbhai H. Ambani, Dr. Rajesh B. Parikh, Dr. Lavkumar Kantilal Shah, Dr. Narendra K. Bansal and Mrs. Indira J. Parikh for the office of Independent Directors of the Company.

The Company has also received declarations from Mr. Ramnikbhai H. Ambani, Dr. Rajesh B. Parikh, Dr. Lavkumar Kantilal Shah, Dr. Narendra K. Bansal and Mrs. Indira J. Parikh that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

In the opinion of the Board, Mr. Ramnikbhai H. Ambani, Dr. Rajesh B. Parikh, Dr. Lavkumar Kantilal Shah, Dr. Narendra K. Bansal and Mrs. Indira J. Parikh fulfil the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations and they are independent of the management.

Details of Directors whose re-appointment as Independent Directors is proposed at Item Nos. 7 to 11, are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. Ramnikbhai H. Ambani, Dr. Rajesh B. Parikh, Dr. Lavkumar Kantilal Shah, Dr. Narendra K. Bansal and Mrs. Indira J. Parikh and their respective relatives are interested/deemed to be interested in the resolutions set out respectively at Item Nos. 7 to 11 of the Notice with regard to their respective re-appointments.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item Nos. 7 to 11 of the accompanying Notice.

The Board recommends the Special Resolutions set out at Item Nos. 7 to 11 of the Notice for approval by the members.

By Order of the Board of Directors

#### **Registered Office:**

Kalol (N.G.) – 382 721

Dist : Gandhinagar, Gujarat, India

Date : 31<sup>st</sup> July, 2017

**Hitesh T. Mehta**  
Company Secretary



**Details of Director seeking appointment/ reappointment at the forthcoming Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

<b>Name of the Director</b>	<b>Mr. Amit D. Patel</b>	<b>Mr. Ramnikbhai H. Ambani</b>
Director Identification Number (DIN)	00171035	00004785
Date of Birth	29.01.1966	25.11.1924
Date of Appointment	21.10.1993	23.11.1994
Expertise in specific functional Area and experience	Industrialist with rich business experience in general.	Industrialist with rich business experience in general
Qualification	B. Com., MT (USA)	-
Director in other Public Limited Companies	<ol style="list-style-type: none"> <li>Sintex-BAPL Limited</li> <li>Sintex Prefab and Infra Limited</li> <li>Sintex Plastics Technology Limited</li> <li>BVM Overseas Limited</li> <li>Star Line Leasing Limited</li> </ol>	<ol style="list-style-type: none"> <li>Gujarat Industrial Investment Corporation Limited</li> </ol>
Membership of Committees in other Public Limited Companies	<ol style="list-style-type: none"> <li>Sintex-BAPL Limited <ul style="list-style-type: none"> <li>Audit Committee – Chairman</li> <li>Corporate Social Responsibility (CSR) Committee – Chairman</li> </ul> </li> <li>Sintex Prefab and Infra Limited <ul style="list-style-type: none"> <li>Audit Committee – Chairman</li> <li>Corporate Social Responsibility (CSR) Committee – Member</li> </ul> </li> <li>Sintex Plastics Technology Limited <ul style="list-style-type: none"> <li>Audit Committee – Member</li> <li>Nomination and Remuneration Committee – Member</li> <li>Stakeholder Relationship Committee - Member</li> <li>Share Transfer Committee - Chairman</li> </ul> </li> </ol>	<ol style="list-style-type: none"> <li>Gujarat Industrial Investment Corporation Limited <ul style="list-style-type: none"> <li>Audit Committee : Chairman</li> <li>Finance Committee : Member</li> <li>Personnel Committee : Member</li> <li>Project Committee : Member</li> </ul> </li> </ol>
No. of Shares Held in the Company as on 31.03.2017 (Face Value ₹1/- per share)	398425 Equity Shares	Nil
Relationship between Directors inter se and Key Managerial Personnel	Mr. Dinesh B. Patel and Mr. Amit D. Patel are related to each other.	N.A.

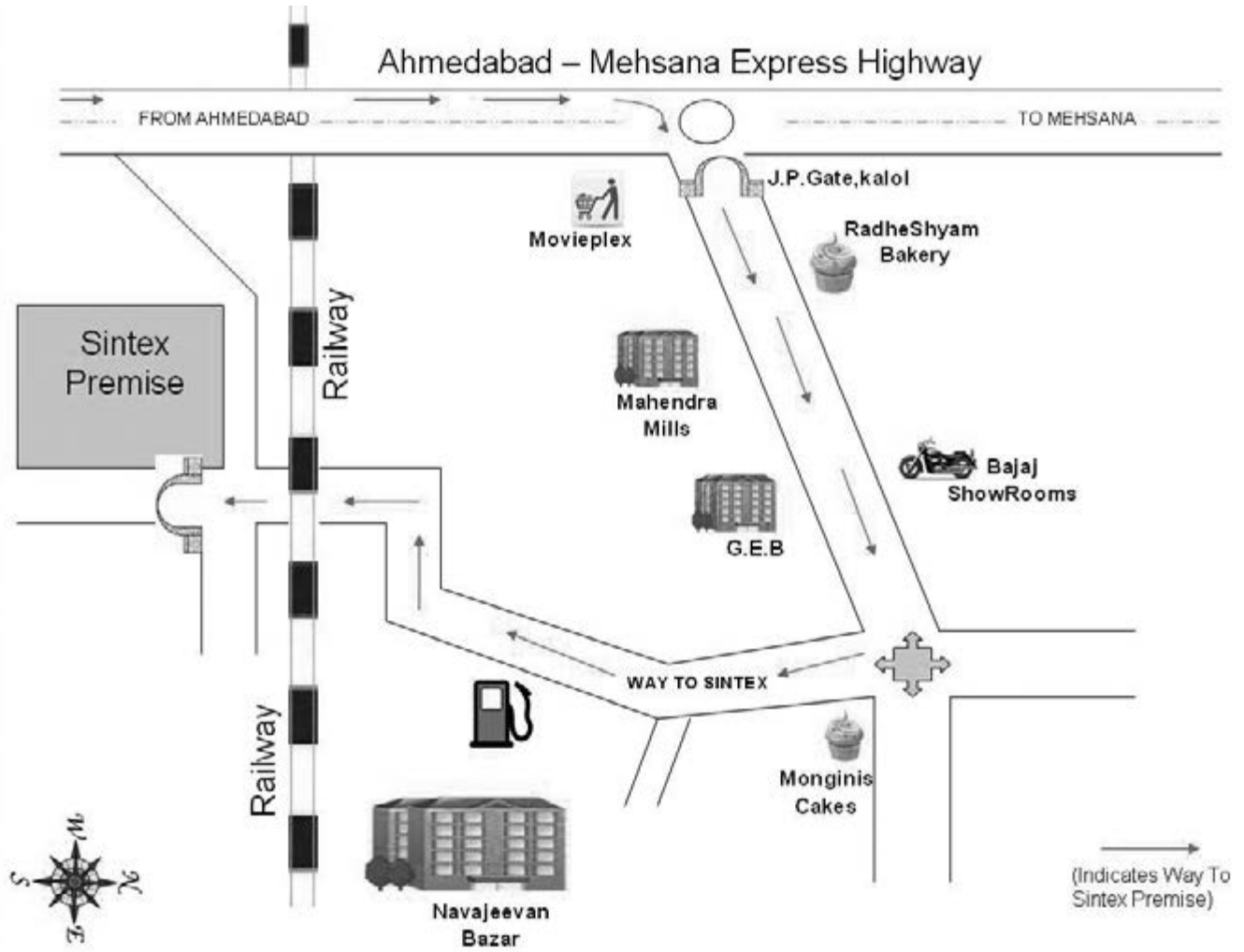
**SINTEX INDUSTRIES LTD.**

<b>Name of the Director</b>	<b>Dr. Rajesh B. Parikh</b>	<b>Ms. Indira J. Parikh</b>
Director Identification Number (DIN)	00171231	00143801
Date of Birth	02.08.1954	29.08.1943
Date of Appointment	01.05.2004	27.08.2003
Expertise in specific functional Area and experience	Well-known Consultant Physician since last 29 years	Professor and specialization in Organisation development design and Institution Building
Qualification	MD (Medicine) FAMS, FICA (USA)	Ph. D (Gujarat), MA.ED. University of Rochester N.V.
Director in other Public Limited Companies	Nil	<ol style="list-style-type: none"> <li>1. Zydus Wellness Limited</li> <li>2. Deepak Nitrite Limited</li> <li>3. Foseco India Limited</li> <li>4. Force Motors Limited</li> <li>5. Reliance Nippon Life Insurance Company Limited</li> <li>6. Johnson Controls-Hitachi Airconditioning India Limited</li> <li>7. Arvind Smartspaces Limited</li> </ol>
Membership of Committees in other Public Limited Companies	Nil	<ol style="list-style-type: none"> <li>1. Zydus Wellness Limited <ul style="list-style-type: none"> <li>• Audit Committee – Member</li> <li>• Nomination and Remuneration Committee – Member</li> <li>• Corporate Social Responsibility (CSR) Committee - Member</li> </ul> </li> <li>2. Foseco India Limited <ul style="list-style-type: none"> <li>• Audit Committee – Member</li> <li>• Nomination and Remuneration Committee – Member</li> <li>• Corporate Social Responsibility (CSR) Committee - Member</li> <li>• Stakeholder Relationship Committee : Member</li> </ul> </li> <li>3. Force Motors Limited <ul style="list-style-type: none"> <li>• Audit Committee : Member</li> </ul> </li> <li>4. Arvind Smartspaces Limited <ul style="list-style-type: none"> <li>• Audit Committee : Member</li> <li>• Corporate Social Responsibility (CSR) Committee : Member</li> </ul> </li> </ol>
No. of Shares Held in the Company as on 31.03.2017 (Face Value ₹1/- per share)	100 Equity Shares	Nil
Relationship between Directors inter se and Key Managerial Personnel	N.A.	N.A.

<b>Name of the Director</b>	<b>Dr. Lavkumar Kantil Shah</b>	<b>Dr. Narendra K. Bansal</b>
Director Identification Number (DIN)	01572788	03086069
Date of Birth	01.04.1957	17.01.1944
Date of Appointment	01.05.2004	07.05.2013
Expertise in specific functional Area and experience	Industrialist and adviser with rich business experience in general.	Expertise in Renewable Energy, Energy Conservation, Energy planning and Economics
Qualification	M.Sc., MBA, Ph.D., FTA	Ph.D., M.Sc. (Physics), B. Sc. (Science)
Director in other Public Limited Companies	Nil	Nil
Membership of Committees in other Public Limited Companies	Nil	Nil
No. of Shares Held in the Company as on 31.03.2017 (Face Value ₹1/- per share)	Nil	Nil
Relationship between Directors inter se and Key Managerial Personnel	N.A.	N.A.



## ROUTE MAP





**Sintex Industries Limited**

CIN: L17110GJ1931PLC000454

Registered Office: Kalol (N.G.) – 382 721, Gujarat, India.

Phone: +91-2764-253000, Fax: +91-2764-222868

Email: bvm@sintex.co.in, Web: www.sintex.in

**ATTENDANCE SLIP**

Name of the shareholders:			
Address:			
E-mail-Id:			
Folio No. / Client ID:		DP ID:	

I hereby record my presence at the 86<sup>th</sup> Annual General Meeting of the Company held on Thursday, September 14, 2017 at 10.30 am at Registered Office : Kalol (N.G.) – 382 721, Dist.: Gandhinagar, Gujarat, India.

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Signature of Shareholder / Proxy

PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING AND HAND OVER AT THE ENTRANCE DULY FILLED IN

**Sintex Industries Limited**

CIN: L17110GJ1931PLC000454

Registered Office: Kalol (N.G.) – 382 721, Gujarat, India.

Phone: +91-2764-253000, Fax: +91-2764-222868

Email: bvm@sintex.co.in, Web: www.sintex.in

**FORM NO. MGT – 11****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 Member(s):			
Address:			
E-mail-ID:			
Folio No. / Client ID:		DP ID:	

I/We, being the member (s) of .....Shares of the above named company, hereby appoint:

1. Name:.....Address:.....  
E-mail Id:.....or failing him,
2. Name:.....Address:.....  
E-mail Id:.....or failing him,
3. Name:.....Address:.....  
E-mail Id:.....

as my /our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 86<sup>th</sup> Annual General Meeting of the Company, to be held on Thursday, September 14, 2017 at 10.30 am at Registered Office : Kalol (N.G.) – 382 721, Dist.: Gandhinagar, Gujarat, India, and at adjournment thereof in respect of such resolutions as are indicated below:

P.T.O.

Resolution No.	Resolutions	For	Against
	<b>Ordinary Business</b>		
1	To Consider and adopt Audited financial statement, the Reports of the Board of Directors and the Auditors and Audited Consolidated Financial Statements of the Company.		
2	Declaration of Dividend on equity shares.		
3	Re-Appointment of Mr. Mr. Amit D. Patel, liable to retire by rotation and being eligible, offers himself for re-appointment		
4	Ratification of Appointment of Statutory Auditors of the Company.		
	<b>Special Business</b>		
5	Approval for the remuneration of the Cost Auditors for the financial year ending March 31, 2018.		
6	Adoption of new set of Articles of Association of the Company		
7	Re-appointment of Mr. Ramnikbhai H. Ambani as an Independent Director of the Company		
8	Re-appointment of Dr. Rajesh B. Parikh as an Independent Director of the Company		
9	Re-appointment of Dr. Lavkumar Kantilal Shah as an Independent Director of the Company		
10	Re-appointment of Dr. Narendra K. Bansal as an Independent Director of the Company		
11	Re-appointment of Mrs. Indira J. Parikh as an Independent Director of the Company		

Signed this .....day of .....2017

Signature of shareholder: .....

Signature of Proxy holder(s): (1).....(2).....(3) .....

Affix  
Revenue  
Stamp  
here

**Notes:**

1. This form of proxy in order to be effective should be duly filled in, stamped, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A holder may vote either "For" or "Against" each resolution.
3. The proxy holder shall prove his identity at the time of attending the Meeting.