



### **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: share@sintex.co.in, Web site: www.sintex.in

## **NOTICE**

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### **NOTICE IS HEREBY GIVEN THAT THE 88TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF SINTEX INDUSTRIES LIMITED WILL BE HELD AS SCHEDULED BELOW:**

**DATE** : 30th September, 2019

**DAY** : Monday

**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, 2019, 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, 2019 and Reports of the Auditors of the Company thereon.
- (2) To appoint a Director in place of Mr. Rahul A. Patel, (DIN : 00171198), liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
- (3) To consider and approve appointment of M/s. R Choudhary and Associates (FRN:101928W), Chartered Accountants, Ahmedabad, as a statutory auditor 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 all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendations of the Audit Committee of the Board of Directors, the Company hereby appointed M/s. R Choudhary and Associates (FRN:101928W), Chartered Accountants, Ahmedabad, as the Statutory Auditors of the Company for a term of 5 (Five) consecutive years to hold office from the conclusion of this

88<sup>th</sup> AGM till the conclusion of 93<sup>rd</sup> AGM of the Company, at an annual remuneration/ fees of Rs. 10,00,000/- (Rupees Ten Lakh Only) plus outlays and taxes as applicable from time to time, for the purpose of audit of the Company's accounts, with the power to the Board/Audit Committee to alter and vary the terms and conditions of appointment, revision including upward revision in the remuneration during the tenure of appointment, in such manner and to such extent as may be mutually agreed with the Statutory Auditors."

#### **SPECIAL BUSINESS:**

- (4) To ratify Cost Auditors' Remuneration

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

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 6,00,000/- (Rupees Six Lakhs only) plus applicable GST payable to M/s. Shah Mehta & Co., Cost Accountants, Ahmedabad (FRN: 001024), as recommended by the Audit Committee and appointed as the Cost Auditors of the Company to conduct the audit of the Cost Records of the Company for the Financial year 2019-20 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."

(5) Issue of Unsecured / Secured Redeemable Non-Convertible Debentures / Bonds by way of private placement.

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 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies [Prospectus and Allotment of Securities] Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 [including any statutory modifications or re-enactments thereof] ["Act"], the Securities and Exchange Board of India [Issue and Listing of Debt Securities] Regulations, 2008, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and other applicable SEBI regulations and guidelines, Foreign Exchange Management Act & RBI Guidelines, the Memorandum of Association and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company ["Board"] to raise funds through Private Placement of Unsecured / Secured Redeemable Non-Convertible Debentures["NCDs"] / Bonds for an amount not exceeding ₹1,000 Crores (Rupees One Thousand Crores only) subject to the total borrowing of the Company not exceeding the borrowing powers approved by the shareholders in 85th AGM of the Company held on 26th September, 2016 under section 180[1][c] of the Companies Act, 2013 to eligible investors [whether residents, non-residents, institutions, banks, incorporated bodies, mutual funds, venture capital funds, financial institutions, individuals, trustees, stabilizing agents or otherwise and whether or not such investors are members of the Company], either in Indian Rupees or an equivalent amount

in any foreign currency, in one or more tranches, during the period of one year from the date of passing of Special Resolution by the shareholders on such terms and conditions as the Board may from time to time determine proper and beneficial."

"RESOLVED FURTHER THAT for the purpose of giving effect to any offer, invitation, issue or allotment through private placement of NCDs, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, finalizing the form / placement documents / offer letter, timing of the issue[s], including the class of investors to whom the NCDs are to be allotted, number of NCDs to be allotted in each tranche, issue price, redemption, rate of interest, redemption period, allotment of NCDs, appointment of lead managers, arrangers, debenture trustees and other agencies, entering into arrangements for managing the issue, issue placement documents and to sign all deeds, documents and writings and to pay any fees, remuneration, expenses relating thereto and for other related matters and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer[s] or issue[s] or allotment[s] as it may, in its absolute discretion, deem fit."

**By Order of the Board of Directors**

Registered Office:  
Kalol (N.G.) – 382 721  
Dist : Gandhinagar, Gujarat, India  
Date : 22<sup>nd</sup> May, 2019

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. The holder of proxy shall prove his identity at the time of attending the Meeting.**

A Corporate Member intending to send its authorised representatives to attend the AGM in terms of Section 113 of the Act is requested to send to the company a certified copy of the Board Resolution authorizing such representative to attend and vote on their behalf at the AGM.

(b) The relative Explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013, in respect of Ordinary Business under item No. 3 and Special Businesses under item No. 4 to 5 is annexed hereto.

(c) The Register of Members and Share Transfer Books will remain closed from 20<sup>th</sup> September, 2019 to 30<sup>th</sup> September, 2019 (both days inclusive).

(d) 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 and such documents shall be so made available for inspection in physical or in electronic form at the registered office of the Company on all working days during normal business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by Members at the Meeting.

(e) In terms of the provisions of Section 124 of the Companies Act, 2013, 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.

(f) In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

(g) Members who have neither received nor encashed their dividend warrant(s) for the financial years 2011-12 upto 2017-18, are requested to write to Company's Registrar & Share Transfer Agent, Link Intime India Pvt. Ltd., 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) During Financial Year 2018-19, the Securities and Exchange Board of India ('SEBI') and the Ministry of Corporate Affairs ('MCA') has mandated that existing Members of the Company who hold securities in physical form and intend to transfer their securities after April 1, 2019, can do so only in dematerialized form. Therefore, Members holding shares in physical form are requested to consider converting their shareholding to dematerialised form to eliminate all risks associated with physical shares for ease of portfolio management as well as for ease of transfer, if required.

(i) 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., 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).

(j) Copies of the Annual Report 2018-19 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 2018-2019 are being sent pursuant to provisions of the Companies Act, 2013. Members are requested to support Green initiative by registering/updating their e-mail addresses with the Depository participant(s) (in case of shares in dematerialized form) or with Link Intime India Pvt. Ltd. (in case of shares held in physical form).

(k) A Route map showing directions to reach the venue of the 88<sup>th</sup> AGM is given at the end of this Notice as per the requirement of Secretarial Standard-2 on "General Meeting"

(l) 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 CDSL as the Agency to provide remote e-voting facility.
- The Board of Directors of the Company has appointed CS Chirag Shah, Practising Company Secretary (Membership No.FCS: 5545; CP No: 3498) (Address: 808, Shiromni Complex, Opp. Ocean Park, S.M. Road, Satellite, 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 23<sup>rd</sup> September, 2019 (cut – off date), are entitled to vote on the resolutions set forth in this Notice.

### PROCEDURE FOR E-VOTING:

The instructions for Members voting electronically are as under:

- (i) The voting period begins on 27<sup>th</sup> September, 2019 (10:00 a.m.) and will end on 29<sup>th</sup> September, 2019 (5:00 p.m.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date i.e. 23.09.2019 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 below:

#### For Members holding shares in Demat Form and Physical Form

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 Attendance 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>

(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 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 use Mobile app - "m - Voting" for e voting. m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).
- (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, user would be able to link the account(s) for which they wish to vote on.
  - 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 23<sup>rd</sup> September, 2019.
- 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 Annual General 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 48 hours of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favor 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.

#### ORDINARY BUSINESS:

##### Item No. 3

M/s. Shah & Shah Associates, Chartered Accountants, Ahmedabad (FRN 113742W), Statutory Auditors of the Company were appointed as Statutory Auditors of the Company for a period of five years at the 83rd Annual General Meeting of the Company held on 1st August, 2014 for the term of Five Years till the conclusion of 88th Annual General Meeting of the Company pursuant to provisions of Section 139(1) of the Companies Act, 2013. As the term of appointment of statutory auditor is expiring at this Annual General Meeting, the Company approached for their re-appointment for second term of five years. However, the Company has received a letter dated 4th May, 2019 from outgoing Auditor expressing its unwillingness for re-appointment for another term. Hence, the Company has proposed appointment of M/s. R Choudhary and Associates with yearly fee of Rs. 10,00,000/- being less than that paid to outgoing Auditor, which is commensurate with the scope of Audit.

The Company approached M/s. R Choudhary and Associates (FRN:101928W), Chartered Accountants, Ahmedabad for their appointment as a Statutory Auditor of the Company. Based on the recommendations of the Audit Committee for appointment, remuneration and terms of appointment of the Statutory Auditors of the Company, the Board at its meeting held on 22<sup>nd</sup> May, 2019 proposed the appointment of M/s. R Choudhary and Associates (FRN:101928W), Chartered Accountants, Ahmedabad as Statutory Auditors of the Company.

M/s. R Choudhary and Associates is Member of the Institute of Chartered Accountants of India (ICAI) and established in 1990 with registration No.101928W and practicing in the field of Government Audits, Project Financing, Corporate Advisory Services, Auditing, Statutory Bank Audits, Income Tax, Internal Audit & Management Consultancy, NPA Management, Accounting, Company Law matters, Amalgamation/Mergers/Acquisitions, Legal documentations, Indirect Taxations, etc. It is a Partnership Firm within the guidelines of ICAI with 9 (Nine) qualified and well experienced Chartered Accountants as partners. All of them are complementary to each other and have good liaisoning with clients, long standing experience, excellent hold on their subject and expertise in their profession. Each Division of the firm is backed by dedicated, well experienced and committed team of well qualified, experienced Professional associates. M/s. R Choudhary and Associates holds Peer Review Certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India

The terms of appointment include quarterly audit of standalone and consolidated financial results and annual audit of standalone and

consolidated financial statements in accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time along with the issuance of certificates in accordance with requirements of the Act, SEBI and RBI.

M/s. R Choudhary and Associates, Chartered Accountants, Ahmedabad will be paid an annual remuneration / fees of Rs. 10,00,000/- (Rupees Ten Lakh Only) plus outlays and taxes as applicable from time to time, for the purpose of audit of the Company's accounts. The power may be granted to the Board/ Audit Committee to alter and vary the terms and conditions of appointment, revision including upward revision of the remuneration during the tenure of appointment, in such manner and to such extent as may be mutually agreed with the Statutory Auditors. The remuneration paid to the Statutory Auditors will be disclosed in the Corporate Governance Report as well as the Annual Financial Statements of the Company on an annual basis.

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. 3 of the Notice.

Your Board of Directors, therefore, recommends passing of the ordinary resolution as set out in Item No. 3 of the accompanying Notice.

#### SPECIAL BUSINESS:

##### Item No. 4

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, 2020 as per the following details

Sr. No.	Name of the Cost Auditor	Segment of the Company	Audit fees
1	M/s. Shah Mehta & Co. (FRN : 001024)	Textile Division	₹ 6,00,000/-

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. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020.

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. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

#### **Item No. 5**

In order to meet the additional fund requirements of the Company, it was proposed by the Board at its meeting held on May 22, 2019 to seek approval of the members to issue Unsecured / Secured Redeemable Non-Convertible Debentures / Bonds on private placement basis upto ₹1,000 Crores (Rupees One Thousand Crores Only).

In order to provide the necessary flexibility of structuring the borrowings of the Company in the optimal manner depending on the prevailing market conditions, it is proposed to borrow and raise by issue of Unsecured / Secured Redeemable Non-Convertible Debentures / Bonds ["NCDs"] on private placement basis, as may be appropriate and as specified in the approvals, from both Indian and International markets.

The Board has at its meeting held on May 22, 2019 recommended to the shareholders to give their consent to the Board of Directors or any Committee of the Board to borrow and raise funds by issue of NCDs on private placement basis, up to an amount of ₹1,000 Crores (Rupees One Thousand Crores Only) under section 42 and 71 read with section 179 of the Act. Such issue shall be subject to overall borrowing limits of ₹9,000 Crores (Rupees Nine Thousand Crores Only) as may be approved by shareholders and will be issued in terms of the provisions of the Act, Articles of Association of the Company and Securities and Exchange Board of India [Issue and Listing of Debt Securities] Regulations, 2008, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

Pursuant to sections 42 and 71 of the Act read with Rule 14 of the Companies [Prospectus and Allotment of Securities] Rules, 2014, a Company offering or making an invitation to subscribe to NCDs on a private placement basis is required to obtain prior approval of the shareholders by way of a Special Resolution. Accordingly, it is proposed to raise funds through Private Placement of NCDs in one or more tranches during the year starting from the date of approval of the Special Resolution by the shareholders of the Company. Such NCDs shall be issued to such person or persons, who may or may not be the members of the Company, as the Board or any duly constituted Committee of the Board or such other authority as may be approved by the Shareholders / Board, may think fit and proper.

The approval of the members is therefore sought for issue of Debentures, on a private placement basis, on following terms and conditions:

- (a) particulars of the offer including date of passing of Board resolution : Not applicable;
- (b) kinds of securities offered and the price at which security is

being offered: as may be determined by the Board of Directors (or any other person authorized by the Board of Directors), at the prevailing market condition from time to time;

- (c) basis or justification for the price (including premium, if any) at which the offer or invitation is being made : as may be determined by the Board of Directors (or any other person authorized by the Board of Directors;
- (d) name and address of valuer who performed valuation : Not applicable;
- (e) amount which the company intends to raise by way of such securities : upto ₹1,000 crores by issue of Debentures in 1 (One) or more series, on private placement basis;
- (f) material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities: as may be determined by the Board of Directors (or any other person authorized by the Board of Directors) from time to time.

The resolution contained in Item No. 5 of the accompanying Notice, accordingly, seek members' approval for raising funds through Private Placement of NCDs in one or more tranches during a year starting from the date of approval of Special Resolution by the members of the Company and authorizing the Board of Directors [or any duly constituted Committee of the Board or such other authority as may be approved by the Board] of the Company to complete all the formalities in connection with the issue of NCDs.

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 Special Resolution set out at Item No. 5 of the Notice for approval by the members.

#### **By Order of the Board of Directors**

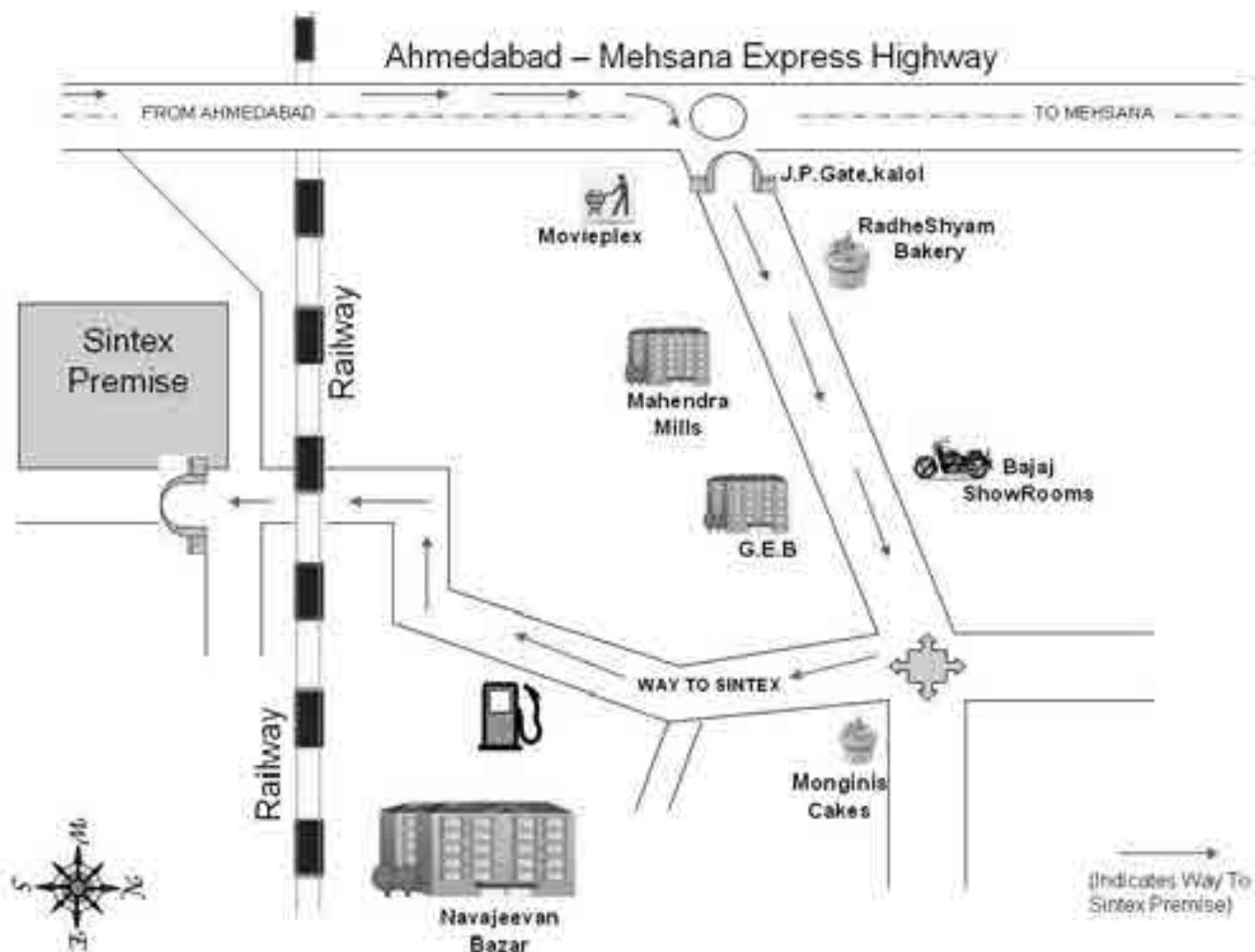
Registered Office:  
Kalol (N.G.) – 382 721  
Dist : Gandhinagar, Gujarat, India  
Date : 22<sup>th</sup> May, 2019

Hitesh T. Mehta  
**Company Secretary**

**Details of Directors seeking appointment/ reappointment at the ensuing Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standards-2 issued by the Institute of Company Secretaries of India.**

Name of the Director	Mr. Rahul A. Patel
Director Identification Number (DIN)	00171198
Date of Birth	04.10.1959
Date of Appointment	21.10.1993
Expertise in specific functional Area and experience	Industrialist with rich business experience in general
Qualification	B.Com, M.B.A. (USA)
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	As per the resolution at item no. 2
Remuneration last drawn (including sitting fees, if any)	Refer to report on Corporate Governance
Directorship in other Companies as on 31/03/2019	<ol style="list-style-type: none"> <li>1. Sintex-BAPL Limited</li> <li>2. Sintex Prefab and Infra Limited</li> <li>3. Sintex Plastics Technology Limited</li> <li>4. BVM Overseas Limited</li> </ol>
Membership of Committees in other Public Limited Companies	<ol style="list-style-type: none"> <li>1. Sintex-BAPL Limited <ul style="list-style-type: none"> <li>• Corporate Social Responsibility (CSR) Committee-Member</li> </ul> </li> <li>2. Sintex Plastics Technology Limited <ul style="list-style-type: none"> <li>• Stake Holder Relationship Committee-Member</li> </ul> </li> <li>3. BVM Overseas Limited <ul style="list-style-type: none"> <li>• Audit Committee-Chairperson</li> <li>• Corporate Social Responsibility (CSR) Committee-Chairperson</li> <li>• Nomination and Remuneration Committee- Member</li> </ul> </li> <li>4. Sintex Prefab and Infra Limited <ul style="list-style-type: none"> <li>• Nomination and Remuneration Committee- Member</li> </ul> </li> </ol>
No. of Shares held in the Company as on 31.03.2019 (Face Value C1/- per share)	4,97,090 Equity Shares
Relationship between Directors inter se and Key Managerial Personnel	Not related to any Director/Key Managerial Personnel
Number of meetings of the Board attended during the Financial Year 2018-19	Refer to report on Corporate Governance

## 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: share@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 88<sup>th</sup> Annual General Meeting of the Company held on Monday, September 30, 2019 at 10.30 am at Registered Office : Kalol (N.G.) – 382 721, Dist.: Gandhinagar, Gujarat, India.

\_\_\_\_\_  
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: share@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 88<sup>th</sup> Annual General Meeting of the Company, to be held on Monday, September 30, 2019 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:



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	Re-Appointment of Mr. Rahul A. Patel, liable to retire by rotation and being eligible, offers himself for re-appointment		
3	To consider and approve appointment of M/s. R Choudhary and Associates (FRN:101928W), Chartered Accountants, Ahmedabad, as a statutory auditor of the Company and to fix their remuneration.		
	<b>Special Business</b>		
4	Ratification of Cost Auditors' Remuneration		
5	Issue of Unsecured / Secured Redeemable Non-Convertible Debentures / Bonds by way of private placement		

Signed this .....day of .....2019

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.