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## Notice

**NOTICE IS HEREBY GIVEN THAT THE 89<sup>TH</sup> ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF SINTEX INDUSTRIES LIMITED WILL BE HELD AS SCHEDULED BELOW THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS :**

DATE : 28<sup>th</sup> September, 2020

DAY : Monday

TIME : 4.00 p.m. IST

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, 2020, 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, 2020 and Reports of the Auditors of the Company thereon.
- (2) 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.

**SPECIAL BUSINESS:**

- (3) Appointment of Mr. Mayank Devashrayee (DIN: 05313186) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions 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. Mayank Devashrayee (DIN: 05313186) , who was appointed as an Additional Independent Director w.e.f. 13<sup>th</sup> November, 2019 and who qualifies for being appointed as an Independent Director 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 appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office till the conclusion of the 93<sup>rd</sup> Annual General Meeting of the Company to be held in the calendar year 2024.”

“RESOLVED FURTHER THAT the Board of the Directors of the Company be and is hereby authorised to do all acts, deeds and things as necessary, proper and expedient to give effect to this Resolution.”

- (4) Appointment of Mr. George Samuel (DIN: 06952669) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions 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. George Samuel (DIN: 06952669), who was appointed as an Additional Independent Director w.e.f. 13<sup>th</sup> November, 2019 and who qualifies for being appointed as an Independent Director 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 appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office till the conclusion of the 93<sup>rd</sup> Annual General Meeting of the Company to be held in the calendar year 2024.”

“RESOLVED FURTHER THAT the Board of the Directors of the Company be and is hereby authorised to do all acts, deeds and things as necessary, proper and expedient to give effect to this Resolution.”

- (5) Appointment of Mr. Pratit Patel (DIN: 07841812) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions 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. Pratit Patel (DIN: 07841812), who was appointed as an Additional Independent Director w.e.f. 13<sup>th</sup> November, 2019 and who qualifies for being appointed as an Independent Director 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 appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office till the conclusion of the 93<sup>rd</sup> Annual General Meeting of the Company to be held in the calendar year 2024."

"RESOLVED FURTHER THAT the Board of the Directors of the Company be and is hereby authorised to do all acts, deeds and things as necessary, proper and expedient to give effect to this Resolution."

(6) Appointment of Mrs. Keerti L. Lachhwani (DIN: 08757712) as an Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions 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. Keerti L. Lachhwani (DIN: 08757712), who was appointed as an Additional Independent Director w.e.f. 25<sup>th</sup> June, 2020 and who qualifies for being appointed as an Independent Director 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 appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office till the conclusion of the 93<sup>rd</sup> Annual General Meeting of the Company to be held in the calendar year 2024."

"RESOLVED FURTHER THAT the Board of the Directors of the Company be and is hereby authorised to do all acts, deeds and things as necessary, proper and expedient to give effect to this Resolution."

(7) Appointment of Mr. Jayesh Khatsuria (DIN: 08626274) as Non-executive Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ("the Act") and the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Jayesh Khatsuria (DIN: 08626274), who was appointed as an Additional Director w.e.f. 7<sup>th</sup> December, 2019 and who holds office as such upto the date of ensuing Annual General Meeting in terms of Section 161 of the Act 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 appointed as a Director of the Company, who shall be liable to retire by rotation."

(8) 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. 1,50,000/- (Rupees One Lakh Fifty Thousand 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 2020-21."

"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."

By Order of the Board of Directors

Registered Office:  
Kalol - 382 721, Dist.: Gandhinagar, Gujarat, India  
Date: 25<sup>th</sup> June, 2020

**Hitesh T. Mehta**  
Company Secretary

#### Notes :

- (a) In view of the situation arising due to Covid-19 global pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular No. 20 dated May 5, 2020 read with Circular No. 14 dated April 8, 2020 and Circular No. 17 dated April 13, 2020 (hereinafter collectively referred to as "MCA Circulars") permitted the holding of Annual General Meeting through VC or OAVM without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual General Meeting of the Members of the Company is being held through VC/OAVM.
- (b) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

- (c) The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Chairperson of the Nomination and Remuneration Committee and Chairperson of the Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- (d) Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- (e) The attendance of the members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- (f) Information regarding appointment/re-appointment of Directors pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013 in respect of ordinary /special businesses to be transacted and/or at the Annual General Meeting in respect of business under item No. 2 to 8 is annexed hereto.
- (g) The Register of Members and Share Transfer Books will remain closed from 22<sup>nd</sup> September, 2020 to 28<sup>th</sup> September, 2020 (both days inclusive).
- (h) The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the Members.
- (i) All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the Meeting shall also be available electronically for inspection by the Members from the date of circulation of this Notice up to the date of the Meeting. Members seeking to inspect such documents can send an email to share@sintex.co.in.
- (j) During the year, the Company has requested those members, whose dividends for previous financial years remaining unclaimed / unpaid, for claiming said dividend amount before transfer thereof to Investor Education and Protection Fund (IEPF).

Members are requested to note that dividends not encashed or claimed within seven years from the thirty days of declaration of dividend, will be transferred to the IEPF as per Section 124 of the Companies Act, 2013.

- (k) Members who have neither received nor encashed their dividend warrant(s) for the financial years 2012-13 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).
- (l) 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 1st April, 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.

**(m) Registration of email ID and Bank Account details:**

In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

- (i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), E-mail ID to be registered, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to ahmedabad@linkintime.co.in.

In order to comply with the requirement of Rule 18(3)(i) of the Companies (Management and Administration) Rules, 2014 and General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 issued by the Ministry of Corporate Affairs read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 issued by the SEBI. The Company has given opportunity to all its members including those who are holding shares in physical to register/update their E-mail IDs to enable them to receive Notice of the General Meetings, Financial Statements, including Board's report, Auditor's report or other documents required to be attached therewith, and to enable them to cast their vote electronically, as may be required from time to time.

The shareholder may send a mail to our RTA. M/s. Link Intime India Private Limited at ahmedabad@linkintime.co.in by quoting required Details as mentioned in the Company's Communication to Shareholders filed with the Stock Exchanges on 4<sup>th</sup> July, 2020 and the same has been hosted on the Company's website [www.sintex.in](http://www.sintex.in) under the head Statutory Documents.

OR

(ii) In the case of Shares held in Demat mode:

The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered email address.

(n) The Notice of the Annual General Meeting along with the Annual Report for the financial year 2019-20 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI dated May 12, 2020. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2019-20 will also be available on the Company's website [www.sintex.in](http://www.sintex.in); websites of the Stock Exchanges i.e. National Stock Exchange of India Ltd and BSE Limited at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) respectively. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.

(o) Instructions for e-voting and joining the Annual General Meeting are as follows:

- The voting period begins on 25<sup>th</sup> September, 2020 (10:00 a.m.) and will end on 27<sup>th</sup> September, 2020 (5:00 p.m.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. 21<sup>st</sup> September, 2020 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.
- Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if he / she is already registered with CDSL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.
- The Members who have cast their vote by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again during the AGM.
- The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice.
- The Board of Directors of the Company has appointed CS Chirag Shah, Practising Company Secretary (Membership No. FCS: 5545; CP No: 3498) (Address: 1213, Ganesh Glory, Nr. Jagatpur Crossing, Besides Ganesh Genesis, Off S.G. Highway, Ahmedabad-382481) as the Scrutinizer to scrutinize the e-voting process and voting through electronic voting system at the AGM in a fair and transparent manner.
- The Members, whose names appear in the Register of Members / List of Beneficial Owners as on 21<sup>st</sup> September, 2020 (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 shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on "Shareholders" module.
- (iii) 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.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) 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 communicated by mail 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> |

(vii) After entering these details appropriately, click on “SUBMIT” tab.

(viii) 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.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for SINTEX INDUSTRIES LIMITED on which you choose to vote.

(xi) 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.

(xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiii) 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.

(xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xvi) 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.

(xvii) Shareholders can also use Mobile app - “m - Voting” for e voting. The 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).

(xviii) 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” module.
- 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.
- 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.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company, if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

2. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [share@sintex.co.in](mailto:share@sintex.co.in). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [share@sintex.co.in](mailto:share@sintex.co.in). These queries will be replied to by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. Further the shareholders will be required to allow the camera for participation in the meeting as speaker.
7. The helpline number regarding any query / assistance for participation in the AGM through VC / OAVM are 022-23058738 or 022-23058543 or 022-23058542.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xix) If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

(xx) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

(xxi) Since the AGM is being held through VC/OAVM, the route map is not annexed in this Notice

**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 21<sup>st</sup> September, 2020.
- II. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first download the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting and shall not later than 48 hours of conclusion of the Meeting submit 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 and declare the results of voting forthwith.
- III. The result of the voting on the Resolutions will be communicated to the Stock Exchanges on receipt of the Scrutinizers Report.
- IV. 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.**

**SPECIAL BUSINESS:**

**Item No. 3**

Mr. Mayank Devashrayee (DIN: 05313186) aged about 62 years was appointed as an Additional Director of the Company in the category of Non-executive Independent Director w.e.f 13<sup>th</sup> November, 2019.

Mr. Mayank Devashrayee is Company Secretary, LLB and Graduate in commerce by qualification and is having more than 37 years of experience in legal assignments. He is also having experience in company formation and compliances of Company law. He is a member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of the Company.

The Nomination & Remuneration Committee at its meeting held on 25<sup>th</sup> June, 2020 after taking into account performance evaluation of Mr. Mayank Devashrayee during the term of his directorship and considering knowledge, skills, expertise and experience and the efforts and contribution made in decision making of the Board by him during his tenure as an Additional Independent Director has recommended to the Board that continued association of Mr. Mayank Devashrayee as an Independent Director would be in the best interest of the Company.

Based on performance evaluation & recommendation of Nomination & Remuneration Committee as above, the Board of Directors has proposed that Mr. Mayank Devashrayee be appointed as an Independent Director on the Board of the Company to hold office till the conclusion of the 93<sup>rd</sup> Annual General Meeting of the Company to be held in the calendar year 2024.

In the opinion of the Board, Mr. Mayank Devashrayee fulfils the conditions specified in Section 149 (6) read with Schedule IV to the Companies Act, 2013 and rules made thereunder and Regulation 16(1)(b) of the SEBI(LODR) Regulations, 2015 for his appointment as an Independent Director of the Company and is independent of the management. Mr. Mayank Devashrayee is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. The Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Mayank Devashrayee for the office of Independent Director of the Company.

Details of Mr. Mayank Devashrayee are provided in the "Annexure" to the Notice pursuant to the provisions of (i) regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Mayank Devashrayee are concerned or interested, financially or otherwise, in the resolution set out at Item No.3.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the Ordinary Resolution set out at Item No.3 of the Notice for approval by the Members.

**Item No. 4**

Mr. George Samuel (DIN: 06952669) aged about 67 years was appointed as an Additional Director of the Company in the category of Non-executive Independent Director w.e.f 13<sup>th</sup> November, 2019.

Mr. George Samuel is Insolvency Professional and Cost Accountant and also Graduate in Science by qualification, having more than 42 years of relevant experience. He is a member of Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee of the Company.

The Nomination & Remuneration Committee at its meeting held on 25<sup>th</sup> June, 2020 after taking into account performance evaluation of Mr. George Samuel during the term of his directorship and considering knowledge, skills, expertise and experience and the efforts and contribution made in decision making of the Board by him during his tenure as an Additional Independent Director has recommended to the Board that continued association of Mr. George Samuel as an Independent Director would be in the best interest of the Company.

Based on performance evaluation & recommendation of Nomination & Remuneration Committee as above, the Board of Directors has proposed that Mr. George Samuel be appointed as an Independent Director on the Board of the Company to hold office till the conclusion of the 93<sup>rd</sup> Annual General Meeting of the Company to be held in the calendar year 2024.

In the opinion of the Board, Mr. George Samuel fulfils the conditions specified in Section 149 (6) read with Schedule IV to the Companies Act, 2013 and rules made thereunder and Regulation 16(1)(b) of the SEBI(LODR) Regulations, 2015 for his appointment as an Independent Director of the Company and is independent of the management. Mr. George Samuel is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. The Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. George Samuel for the office of Independent Director of the Company.

Details of Mr. George Samuel are provided in the "Annexure" to the Notice pursuant to the provisions of (i) regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mr. George Samuel are concerned or interested, financially or otherwise, in the resolution set out at Item No.4.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

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

**Item No. 5**

Mr. Pratit Patel (DIN: 07841812) aged about 38 years was appointed as an Additional Director of the Company in the category of Non-executive Independent Director w.e.f 13<sup>th</sup> November, 2019.

Mr. Pratit Patel is MBA from Indian School of Business Management & Administration. He is a member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of the Company.

The Nomination & Remuneration Committee at its meeting held on 25<sup>th</sup> June, 2020 after taking into account performance evaluation of Mr. Pratit Patel during the term of his directorship and considering knowledge, skills, expertise and experience and the efforts and contribution made in decision making of the Board by him during his tenure as an Additional Independent Director has recommended to the Board that continued association of Mr. Pratit Patel as an Independent Director would be in the best interest of the Company.

Based on performance evaluation & recommendation of Nomination & Remuneration Committee as above, the Board of Directors has proposed that Mr. Pratit Patel be appointed as an Independent Director on the Board of the Company to hold office till the conclusion of the 93<sup>rd</sup> Annual General Meeting of the Company to be held in the calendar year 2024.

In the opinion of the Board, Mr. Pratit Patel fulfils the conditions specified in Section 149 (6) read with Schedule IV to the Companies Act, 2013 and rules made thereunder and Regulation 16(1)(b) of the SEBI(LODR) Regulations, 2015 for his appointment as an Independent Director of the Company and is independent of the management. Mr. Pratit Patel is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. The Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Pratit Patel for the office of Independent Director of the Company.

Details of Mr. Pratit Patel are provided in the "Annexure" to the Notice pursuant to the provisions of (i) regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Pratit Patel are concerned or interested, financially or otherwise, in the resolution set out at Item No.5.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

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

**Item No. 6**

Mrs. Keerti L. Lachhwani (DIN: 08757712) was appointed as an Additional Director of the Company in the category of Non-executive Independent Director w.e.f 25<sup>th</sup> June, 2020. Mrs. Keerti L. Lachhwani is Company Secretary by qualification and has more than 15 years of experience in secretarial compliances and legal matters.

Considering knowledge, skills, expertise and experience and Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Mrs. Keerti L. Lachhwani be appointed as an Independent Director on the Board of the Company to hold office till the conclusion of the 93<sup>rd</sup> Annual General Meeting of the Company to be held in the calendar year 2024.

In the opinion of the Board, Mrs. Keerti L. Lachhwani fulfils the conditions specified in Section 149 (6) read with Schedule IV to the Companies Act, 2013 and rules made thereunder and Regulation 16(1)(b) of the SEBI(LODR) Regulations, 2015 for her appointment as an Independent Director of the Company and is independent of the management. Mrs. Keerti L. Lachhwani is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director. The Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mrs. Keerti L. Lachhwani for the office of Independent Director of the Company.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Mrs. Keerti L. Lachhwani as an Independent Director.

Details of Mrs. Keerti L. Lachhwani are provided in the "Annexure" to the Notice pursuant to the provisions of (i) regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mrs. Keerti L. Lachhwani are concerned or interested, financially or otherwise, in the resolution set out at Item No.6.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the Ordinary Resolution set out at Item No.6 of the Notice for approval by the Members.

**Item No. 7**

Mr. Jayesh Khatsuria (DIN: 08626274) was, appointed as Additional Non-Executive Director on the Board of Directors of the Company w.e.f. 7<sup>th</sup> December, 2019.

Mr. Jayesh Khatsuria holds Diploma in Electrical Engineering, Diploma in Mechanical Engineering and Diploma in Automobile Engineering. He has work experience of more than 10 years in Electrical & Mechanical Engineering Department, Operations & Management and Laisoning.

The Nomination & Remuneration Committee at its meeting held on 25<sup>th</sup> June, 2020 after taking into account performance evaluation of Mr. Jayesh Khatsuria during the term of his directorship and considering knowledge, skills, expertise and experience and the efforts and contribution made in decision making of the Board by him during his tenure as an Additional Director has recommended to the Board that continued association of Mr. Jayesh Khatsuria as Director would be in the best interest of the Company.

Based on performance evaluation & recommendation of Nomination & Remuneration Committee as above, the Board of Directors has proposed that Mr. Jayesh Khatsuria be appointed as a Non-executive Director on the Board of the Company who shall be liable to retire by rotation.

In accordance with the provisions of Section 152 of the Companies Act, 2013, appointment of Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Mr. Jayesh Khatsuria be appointed as the Non-Executive Director of the Company, who shall be liable to retire by rotation.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature Mr. Jayesh Khatsuria for the office of Director of the Company. Mr. Jayesh Khatsuria is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Details of Mr. Jayesh Khatsuria are provided in the "Annexure" to the Notice pursuant to the provisions of (i) regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Jayesh Khatsuria are concerned or interested, financially or otherwise, in the resolution set out at Item No.7.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the Ordinary Resolution set out at Item No.7 of the Notice for approval by the Members.

**Item No. 8**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Cost Auditors to conduct the audit of Textile & Yarn Division of the Company for the financial year ending March 31, 2021 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 & Yarn Division | Rs. 1,50,000/- |

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. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2021.

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. 8 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the members.

By Order of the Board of Directors

Registered Office:  
Kalol - 382 721, Dist.: Gandhinagar, Gujarat, India  
Date: 25<sup>th</sup> June, 2020

**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.**

| <b>Name of the Director</b>                                                                               | <b>Mr. Amit D. Patel</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Director Identification Number (DIN)                                                                      | 00171035                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Date of Birth                                                                                             | 29/01/1961                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Date of Appointment                                                                                       | 21/10/1993                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Expertise in specific functional Area and experience                                                      | Industrialist with rich business experience in general                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Qualification                                                                                             | B. Com., MT (USA)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| Terms and conditions of appointment or reappointment along with details of remuneration sought to be paid | As per the resolution at item no. 2 of the Notice, convening this meeting                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Remuneration last drawn (including sitting fees, if any)                                                  | Refer to report on Corporate Governance                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Directorship in other Companies as on 31 <sup>st</sup> March, 2020                                        | 1. Sintex Plastics Technology Limited<br>2. Sintex-BAPL Limited<br>3. Sintex Prefab and Infra Limited<br>4. BVM Overseas Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| Membership of Committees in other Public Limited Companies                                                | 1. Sintex Plastics Technology Limited<br>• Audit Committee-Member<br>• Stakeholder Relationship Committee-Member<br>• Corporate Social Responsibility (CSR) Committee-Member<br>2. Sintex Prefab and Infra Limited<br>• Audit Committee-Chairperson<br>• Corporate Social Responsibility (CSR) Committee-Chairperson<br>3. Sintex-BAPL Limited<br>• Audit Committee-Chairperson<br>• Corporate Social Responsibility (CSR) Committee-Chairperson<br>• Nomination and Remuneration Committee- Member<br>4. BVM Overseas Limited<br>• Corporate Social Responsibility (CSR) Committee - Member |
| No. of Shares held in the Company as on 31 <sup>st</sup> March, 2020 (Face Value ₹ 1/- per share)         | 3,98,425 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 2019-20                                | Refer to report on Corporate Governance                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |

| <b>Name of the Director</b>                                                                               | <b>Mr. Mayank Devashrayee</b>                                             | <b>Mr. George Samuel</b>                                                  | <b>Mr. Pratit Patel</b>                                                   | <b>Mrs. Keerti L. Lachhwani</b>                                           | <b>Mr. Jayesh Khatsuria</b>                                                                                |
|-----------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------|---------------------------------------------------------------------------|---------------------------------------------------------------------------|---------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------|
| Director Identification Number (DIN)                                                                      | 05313186                                                                  | 06952669                                                                  | 07841812                                                                  | 08757712                                                                  | 08626274                                                                                                   |
| Date of Birth                                                                                             | 03/07/1957                                                                | 04/09/1952                                                                | 22/03/1981                                                                | 11/01/1979                                                                | 01/06/1964                                                                                                 |
| Date of Appointment                                                                                       | 13/11/2019                                                                | 13/11/2019                                                                | 13/11/2019                                                                | 25/06/2020                                                                | 07/12/2019                                                                                                 |
| Expertise in specific functional Area and experience                                                      | Legal assignments, Company formation and Compliances of Company Law       | Insolvency Professional, Cost Accountant                                  | Business Management & Administration                                      | Secretarial compliances and Legal Matters                                 | Electrical & Mechanical Engineering, Operations & Management                                               |
| Qualification                                                                                             | Company Secretary, LLB and Graduate in commerce                           | Cost Accountant, Graduate in Science                                      | Master in Business Administration                                         | Company Secretary                                                         | Diploma in Electrical Engineering, Diploma in Mechanical Engineering and Diploma in Automobile Engineering |
| Terms and conditions of appointment or reappointment along with details of remuneration sought to be paid | As per the resolution at item No. 3 of the Notice, convening this meeting | As per the resolution at item No. 4 of the Notice, convening this meeting | As per the resolution at item No. 5 of the Notice, convening this meeting | As per the resolution at item No. 6 of the Notice, convening this meeting | As per the resolution at item No. 7 of the Notice, convening this meeting                                  |
| Remuneration last drawn (including sitting fees, if any)                                                  | Refer to report on Corporate Governance                                   |                                                                           |                                                                           |                                                                           |                                                                                                            |
| Directorship in other Companies as on 31 <sup>st</sup> March, 2020                                        | --                                                                        | --                                                                        | --                                                                        | --                                                                        | Zep Infratech Limited                                                                                      |
| Membership of Committees in other Public Limited Companies                                                | --                                                                        | --                                                                        | --                                                                        | --                                                                        | --                                                                                                         |
| No. of Shares held in the Company as on 31 <sup>st</sup> March, 2020 (Face Value ₹ 1/- per share)         | Nil                                                                       | Nil                                                                       | Nil                                                                       | Nil                                                                       | Nil                                                                                                        |
| 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 2019-20                                | Refer to report on Corporate Governance                                   |                                                                           |                                                                           |                                                                           |                                                                                                            |

## Note :

