

## Notice

The National Company Law Tribunal ("NCLT"), Ahmedabad Bench, vide order dated 6<sup>th</sup> April, 2021 ("Insolvency Commencement Order") has initiated corporate insolvency resolution process ("CIRP") based on petitions filed by Invesco Asset Management (India) Pvt. Ltd. (Financial Creditor) under Section 7 of the Insolvency and Bankruptcy Code, 2016 ("the Code"). Mr. Pinakin Shah, IP Registration No. IBBI/IPA-002/IP-N00106/2017-18/10248 has been appointed as Interim Resolution Professional ("IRP") to manage affairs of the Company in accordance with the provisions of the Code. Pursuant to the Insolvency Commencement Order and in line with the provisions of the Code, the powers of the Board of Directors were suspended and the same were exercised by IRP / RP. Hence, this meeting is being convened by the IRP only to the limited extent of discharging the powers of the Board of Directors of the Company which has been conferred upon him in terms of provisions of Section 17 of the Code.

NOTICE is hereby given that the 90<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, 2021

DAY : Tuesday

TIME : 04:00 p.m. IST

to transact the following businesses:

### ORDINARY BUSINESS:

- (1) To receive, consider and adopt;
  - (a) the audited financial statements of the Company for the financial year ended March 31, 2021, 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, 2021 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.

### SPECIAL BUSINESS:

- (3) Appointment of Mr. Premnarayan R. Tripathi, (DIN: 06818747) 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. Premnarayan R. Tripathi, (DIN: 06818747) , who was appointed as an Additional Independent Director w.e.f. 23<sup>rd</sup> December, 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 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 94<sup>th</sup> Annual General Meeting of the Company to be held in the calendar year 2025."

"RESOLVED FURTHER THAT the Interim Resolution Professional/ 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. Yogesh S. Ghatge (DIN: 08755299) 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. Yogesh S. Ghatge (DIN: 08755299), who was appointed as an Additional Independent Director w.e.f. 23<sup>rd</sup> December, 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 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 94<sup>th</sup> Annual General Meeting of the Company to be held in the calendar year 2025."

"RESOLVED FURTHER THAT the Interim Resolution Professional/ 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) 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 ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand only) plus applicable GST payable to M/s. Shah Mehta & Co., Cost Accountants, Ahmedabad (FRN: 001024) appointed as the Cost Auditors of the Company to conduct the audit of the Cost Records of the Company for the Financial year 2021-22."

"RESOLVED FURTHER THAT the Interim Resolution Professional/ 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."

By Order of the Board of Directors (suspended during CIRP)

Registered Office:  
Kalol - 382 721, Dist.: Gandhinagar, Gujarat, India  
Date: 29<sup>th</sup> June, 2021

**Hitesh T. Mehta**  
Company Secretary

## Notes :

- (a) **Considering the ongoing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its circular dated January 13, 2021 read together with Circular No. 20 dated May 5, 2020, Circular No. 14 dated April 8, 2020 and Circular No. 17 dated April 13, 2020 (hereinafter collectively referred to as "MCA Circulars") permitted convening the Annual General Meeting through Video Conferencing ("VC") or Other Audio Visual Means ("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), read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020 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 businesses under item No. 2 to 5 is annexed hereto.
- (g) The Register of Members and Share Transfer Books will remain closed from 22nd September, 2021 to 28<sup>th</sup> September, 2021 (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](mailto: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 2013-14 upto 2018- 19, are requested to write to Company's Registrar & Share Transfer Agent, M/s. Bigshare Services Private Limited, A-802, Samudra Complex, Off C. G. Road, Near Girish Cold Drinks, Navrangpura, Ahmedabad 380009, Gujarat mentioning the relevant Folio number or DP ID and Client ID, for issuance of duplicate/revalidated dividend warrant(s).
- (l) 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 1<sup>st</sup> 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 [bssahd@bigshareonline.com](mailto:bssahd@bigshareonline.com).

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. Bigshare Services Private Limited at [bssahd@bigshareonline.com](mailto:bssahd@bigshareonline.com) by quoting required details as mentioned in the Company's Communication to Shareholders filed with the Stock Exchanges on 10<sup>th</sup> March, 2021 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, mobile number 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 2020-21 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 January 15, 2021 read with circular dated May 12, 2020. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2020-21 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 and website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com). 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:

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- The voting period begins on 25<sup>th</sup> September, 2021 (10:00 a.m.) and will end on 27<sup>th</sup> September, 2021 (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, 2021 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.
- 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 Company has appointed M/s. Chirag Shah and Associates, Practising Company Secretaries (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, 2021 (cut – off date), are entitled to vote on the resolutions set forth in this Notice.
- Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

#### PROCEDURE FOR E-VOTING:

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

#### Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
  - (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.
  - (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 Physical Form and other than individual shareholders holding shares in Demat:

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) 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:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
4. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. 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.
6. 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.
7. 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.
8. For any query / assistance for participation in the AGM through VC/OAVM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

**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 or by show of hands in the meeting.
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.

(xviii) 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).

(xix) 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, 25th 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.

(xx) 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 21st September, 2021.
- (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 2 working days 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**

The following statement sets out all material facts relating to certain ordinary business and the special businesses mentioned in the accompanying Notice of Annual General Meeting:

**ORDINARY BUSINESS:****Item No. 2**

Though not statutorily required, the following is being provided as additional information to the Members.

Pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Company's Articles of Association, not less than two-thirds of total number of Directors of the Company shall be liable to retire by rotation. One-third of these Directors must retire from office at each Annual General Meeting (AGM), but each retiring Director is eligible for re-election at such meeting. Independent Directors are not subject to retirement by rotation.

Mr. Rahul A. Patel, Mr. Amit D. Patel and Mr. Jayesh Khatsuria, are the Directors who are liable to retire by rotation. In September 2020, Mr. Amit D. Patel was subject to retirement by rotation and was re-appointed by Members at the 89<sup>th</sup> AGM. Mr. Jayesh Khatsuria was appointed as a Non-Executive Director, liable to retire by rotation of the Company, at the AGM held on 28<sup>th</sup> September, 2020. Mr. Rahul A. Patel, who was re-appointed on 30<sup>th</sup> September, 2019. Accordingly, Mr. Rahul A. Patel is now required to retire by rotation at the ensuing AGM and being eligible, has offered himself for re-appointment.

Considering Mr. Rahul A. Patel's skills, competencies, expertise, experience and contribution, the IRP recommends that it would be in the interest of the Company to re-appoint him as a Director of the Company.

Mr. Rahul A. Patel obtained a bachelor's degree in commerce from Gujarat University in 1980 and a master in business administration from Philadelphia College of Textiles and Science in 1981. He is the Managing Director and has more than 30 years of experience in the textile and plastic industry. He was originally appointed as a director on the Board of our Company on October 21, 1993.

Additional information in respect of Mr. Rahul A. Patel, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is provided in the "Annexure" to this Notice.

Except Mr. Rahul A. Patel and/or his relatives, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2.

The IRP recommends the resolution proposing the re-appointment of Mr. Rahul A. Patel as set out in Item No. 2 for approval of the Members by way of an Ordinary Resolution.

**SPECIAL BUSINESSES:****Item No. 3**

Mr. Premnarayan R. Tripathi, (DIN: 06818747) was appointed as an Additional Director of the Company in the category of Non-executive Independent Director w.e.f 23<sup>rd</sup> December, 2020.

Mr. Premnarayan R. Tripathi is a practicing Company Secretary and Registered Insolvency Professional. He is also Management and Law Graduate from Gujarat University. He has work experience of more than 15 years in areas of Secretarial and Legal compliances, Corporate Structuring, Legal and Secretarial Due Diligence, drafting of various agreements in relation to Venture Capital/Private Equity Investment. He has worked with Torrent Pharmaceuticals Limited, Intas Biopharmaceuticals Limited and GTPL group during his Professional Career.

The Interim Resolution Professional considered and took into account performance evaluation of Mr. Premnarayan R. Tripathi 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 that continued association of Mr. Premnarayan R. Tripathi as an Independent Director would be in the best interest of the Company.

The Interim Resolution Professional has proposed that Mr. Premnarayan R. Tripathi be appointed as an Independent Director on the Board of the Company to hold office till the conclusion of the 94th Annual General Meeting of the Company to be held in the calendar year 2025.

Mr. Premnarayan R. Tripathi 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. Premnarayan R. Tripathi 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. Premnarayan R. Tripathi for the office of Independent Director of the Company.

Details of Mr. Premnarayan R. Tripathi 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. Premnarayan R. Tripathi 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 IRP recommends the Ordinary Resolution set out at Item No.3 of the Notice for approval by the Members.

#### Item No. 4

Mr. Yogesh S. Ghatge (DIN: 08755299) was appointed as an Additional Director of the Company in the category of Non-executive Independent Director w.e.f 23<sup>rd</sup> December, 2020.

Mr. Yogesh S. Ghatge is an Associate Member of the Institute of Company Secretaries of India having experience of more than 6 years in Corporate Secretarial Compliances and NBFC Compliances.

The Interim Resolution Professional considered and took into account performance evaluation of Mr. Yogesh S. Ghatge during the term of his directorship and considering knowledge, skills and efforts, has recommended that continued association of Mr. Yogesh S. Ghatge as an Independent Director would be in the best interest of the Company.

The Interim Resolution Professional has proposed that Mr. Yogesh S. Ghatge be appointed as an Independent Director on the Board of the Company to hold office till the conclusion of the 94<sup>th</sup> Annual General Meeting of the Company to be held in the calendar year 2025.

Mr. Yogesh S. Ghatge 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. Yogesh S. Ghatge 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. Yogesh S. Ghatge for the office of Independent Director of the Company.

Details of Mr. Yogesh S. Ghatge 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. Yogesh S. Ghatge 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 IRP recommends the Ordinary Resolution set out at Item No.4 of the Notice for approval by the Members.

#### Item No. 5

The Interim Resolution Professional (IRP) 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, 2022 as per the following details

Sr. No.	Name of the Cost Auditor	Segment of the Company	Audit Fees (F.Y. 2021-22)
1.	M/s. Shah Mehta & Co. (FRN : 001024)	Textile & Yarn Division	₹ 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 approved by the IRP, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2022 .

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

By Order of the Board of Directors (suspended during CIRP)

Registered Office:  
Kalol - 382 721, Dist.: Gandhinagar, Gujarat, India  
Date: 29<sup>th</sup> June, 2021

**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. Rahul A. Patel</b>
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 and having vast experience to his credit in the Management of the Sintex Group. For further details, refer to report on Corporate Governance.
Qualification	B.Com, M.B.A. (USA)
Terms and conditions of appointment or reappointment	As per explanatory statement item no. 2
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, 2021	1. Sintex Plastics Technology Limited (Listed) 2. Sintex-BAPL Limited (Debt Listed) 3. Sintex Prefab And Infra Limited (Debt Listed) 4. BVM Overseas Limited (Unlisted)
Membership of Committees in other Companies	1. Sintex Plastics Technology Limited • Stakeholders Relationship Committee • Corporate Social Responsibility (CSR) Committee 2. Sintex Prefab and Infra Limited • Nomination and Remuneration Committee (NRC) 3. Sintex-BAPL Limited • Corporate Social Responsibility (CSR) Committee • Nomination and Remuneration Committee (NRC) 3. BVM Overseas Limited • Audit Committee • Corporate Social Responsibility (CSR) Committee • Nomination and Remuneration Committee (NRC)
No. of Shares (a) Own (b) for other persons on a beneficial basis	4,97,090 Equity Shares 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 2020-21	Refer to report on Corporate Governance

<b>Name of the Director</b>	<b>Mr. Premnarayan R. Tripathi</b>	<b>Mr. Yogesh S. Ghatge</b>
Director Identification Number (DIN)	06818747	08755299
Date of Birth	10.03.1981	20.08.1991
Date of Appointment	23.12.2020	23.12.2020
Expertise in specific functional Area and experience	more than 15 years experience in areas of Secretarial and Legal compliances, Corporate Structuring, Legal and Secretarial Due Diligence	More than 6 years experience in Corporate Secretarial Compliances and NBFC Compliances.
Qualification	Company Secretary and Registered Insolvency Professional.	Company Secretary
Terms and conditions of appointment or reappointment	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
Remuneration last drawn (including sitting fees, if any)	Refer to report on Corporate Governance	Refer to report on Corporate Governance
Directorship in other Companies as on 31 <sup>st</sup> March, 2021	SPAN & Co. Company Secretaries LLP	Ghatge Patil and Associates LLP
Membership of Committees in other Companies	Nil	Nil
No. of Shares (a) Own (b) for other persons on a beneficial basis	Nil Nil	Nil Nil
Relationship between Directors inter se and Key Managerial Personnel	Not related to any Director/Key Managerial Personnel	Not related to any Director/Key Managerial Personnel
Number of meetings of the Board attended during the Financial Year 2020-21	Refer to report on Corporate Governance	Refer to report on Corporate Governance



## **SINTEX INDUSTRIES LIMITED**

**Registered Office :** Kalol - 382 721, Dist: Gandhinagar, Gujarat, India.

**Phone :** +91-2764-253000 • **E-mail :** [share@sintex.co.in](mailto:share@sintex.co.in)

**Website :** [www.sintex.in](http://www.sintex.in) • **CIN :** L17110GJ1931PLC000454