

24th Annual General Meeting of Sun Source (India) Limited

NOTICE

Notice is hereby given that the **24th** Annual General Meeting (AGM) of the Members of **SUN SOURCE (INDIA) LIMITED**, (CIN: L40100GJ1992PLC017458) is scheduled to be held on Friday, the 30th September, 2016 at 9.00 a.m. at its Registered Office Situated at One Sonal Industrial Estate (Khoda), Sanand Viramgam Highway, Ahmedabad – 382170 to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements:

To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2016 and Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and Auditors' thereon.

2. Retire by Rotation:

To appoint a director in place of Mr. Ashok Kumar K. Gajjar (DIN: 02137748), who retires by rotation and, being eligible, offers himself for re-appointment.

3. To ratify the appointment of M/s. Joshi Jain & Co., Chartered Accountants, Vadodara (Firm Registration No. 128820W) as the Statutory Auditor of the Company and fix their remuneration and for that purpose to pass with or without modification (s) the following resolution, as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013, if any, and the rules made there under and further pursuant to the resolution passed by the Members of the Company at the Annual General Meeting held on 30th September, 2015, the appointment of M/s. Joshi Jain & Co., Chartered Accountants, Vadodara (Firm Registration No. 128820W) as the Statutory Auditors of the Company to hold office till the conclusion of 27th Annual General Meeting be and is hereby ratified and Audit Committee and the Board of Directors be and is hereby authorized to fix the remuneration payable to them.”

SPECIAL BUSINESS:

4. To consider and, if thought fit, approve with or without modification(s) the following resolution as an **Special Resolution:**

“RESOLVED THAT pursuant to provisions Section 196, 197, 203 and read with Schedule V and all other applicable provisions along with rules made there under, if any, of the Companies Act, 2013 (including any statutory modification or reenactment thereof for the time being in force) and any applicable regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Priti Gajjar, holding (DIN:02165833), Director of the Company be and is hereby appointed as Whole-Time Director (WTD) of the Company for a period of One year with effect from 21st March, 2016 to 20th March, 2017.

RESOLVED FURTHER THAT No remuneration is paid/will be paid to Ms. Priti Gajjar for acting as Whole-Time Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and/or Company Secretary is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and

sign and execute all applications, documents, writings and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts , deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL ONLY, INSTEAD OF HIMSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.**
2. **A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
3. Members/proxies should bring duly attendance slip sent herewith to attend the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2016 to 30th September, 2016 (both days inclusive)
5. Members holding shares in physical form are requested to notify the change, if any, in their address and blank mandate details to the Registrar and Share Transfer Agent:

M/s. Purva Sharegistry (India) Pvt. Ltd.

9, Shivshakti Industrial Estate,
Sitaram Mills Compound,
J. R. Boricha Marg,
Opp. Kasturba Hospital,
Lower Parel (East)
Mumbai – 400013.

6. Members are requested to bring their copy of the Annual Report to the Annual General Meeting **(AGM)**.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.
8. Members seeking any information on the Accounts are requested to write to the Company, which should reach the Company at least one week before the date of the Annual General Meeting so as to enable the Management to keep the information ready. Replies will be provided only at the Annual General Meeting.
9. Members are requested to immediately intimate changes, if any, in their registered addresses along with pin code number to the Company. Members holding shares in dematerialized mode are requested to intimate the same to their respective Depository Participants.

10. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate risks associated with physical shares.
11. The Notice of the AGM along with the Annual Report 2015-16 physical copies is being sent by through permitted mode.
12. All documents referred to in the accompanying Notice and explanatory statement shall be open for inspection at the Registered Office of the Company during (3.00 pm to 5.00 pm) on all working days except Saturday, up to and including the date of the Annual General Meeting of the Company.
13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
14. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
15. **Voting through electronic means:**

In compliance with the provisions of Section 108 of the Act and the rules made there under, the Members are provided with the facility to cast their vote electronically, through the e-Voting Services provided by Central Depository Services (India) Limited (CDSL) on all resolutions set forth in this Notice.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, 27th September, 2016 at 10:00 a.m. and ends on Thursday, 29th September, 2016 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 23rd September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders
- (iv) **Now Enter your User ID:**
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field
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">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).

- (viii) After entering these details appropriately, click on **"SUBMIT"** tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach **'Password Creation'** menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the **EVSN** for the relevant **<Company Name>** on which you choose to vote.
- (xii) On the voting page, you will see **"RESOLUTION DESCRIPTION"** and against the same the option **"YES/NO"** for voting. Select the option **YES** or **NO** as desired. The Option **YES** implies that you assent to the Resolution and option **NO** implies that you dissent to the Resolution.
- (xiii) Click on the **"RESOLUTIONS FILE LINK"** if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on **"SUBMIT"**. A confirmation box will be displayed. If you wish to confirm your vote, click on **"OK"**, else to change your vote, click on **"CANCEL"** and accordingly modify your vote.
- (xv) Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on **"Click here to print"** option on the Voting page.

- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF,NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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 and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("**FAQs**") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions

- A) The voting rights of Members shall be in proportion to their share of the paid up share capital of the Company as on 23rd September, 2016.
- B) M/S. K H & Associates, Practicing Company Secretaries been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner (including voting by poll and the Ballot form received from the Members who do not have access to the e-voting process) in a fair transparent manner.
- C) Any person, who acquires the shares of the Company and become member of the Company after dispatch of notice and holding shares as on the Cut-off date i.e. 23rd September, 2016 may obtain the login ID and password by sending the request at the email id helpdesk.evoting@cdslindia.com or to the Scrutinizer M/S. K H & Associates at 316, Phoenix Complex, Near suraj plaza, Sayajigung, Vadodara-390005.
- D) The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period shall make a report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- E) Members who do not have access to remote e-voting facility may send duly completed Ballot Form (enclosed with the Notice) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, at 316, Phoenix Complex, Near suraj plaza, Sayajigung, Vadodara-390005 not later than 29th September, 2016 (5.00 p.m.) Ballot Forms deposited in person or sent by post or courier at the expenses of the Member will also be accepted. Ballot form received after this date will be treated as invalid.
- F) The facility for voting through ballot paper shall be made available at the AGM and the members attending the AGM who have not cast their votes by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- G) A Member can opt for only one mode of voting i.e. either through e-voting or by ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.
- H) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be eligible to cast their vote again.
- I) The Scrutinizer shall after the conclusion of voting at the Annual General Meeting will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witness not in the employment of the Company and shall make, not later than 2 days of the conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favor and against, if any, to the Chairman or a person authorized by him in writing , who shall countersign the same and declare the result of the voting forthwith.

- J) The Results declared along with Scrutinizer's Report (s) will be available on the website of the Company (www.sunsource.in) within two days of passing of resolutions and communication of the same to the BSE Limited.

Registered Office:

One Sonal Industrial Estate (Khoda),

Sanand Viramgam Highway,

Ahmedabad – 382170.

Date: 26/08/2016

Place: Vadodara

By order of the Board of Directors
SUN SOURCE (INDIA) LIMITED

SD/-

Ashok Gajjar

Chairman & Director

DIN: 02137748

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

Ms. Priti Gajjar was appointed as Director by the Board of Directors of the Company dated 10th June, 2000. The Members are further informed that taking in to consideration her association and participation in day to day affairs and management of the Company since the year 2000, the Board of Directors of the Company also feels that to approve her candidature as Whole-Time Director of the Company for the period of One Year 21st March, 2016 to 20th March, 2017 will be in favor of the Company. Since the Company is presently running into losses, the Company is not in position to pay any remuneration or perquisites to Ms. Priti Gajjar and the same has been agreed by her on mutual terms with the Company. However, if in future, the Company performs better in its business and is able to earn profits, then the Company shall consider the remuneration to be paid to Ms. Priti Gajjar which will be within the limits of the applicable provisions of the Companies Act and any other applicable law.

The proposed Appointment requires approval of members by passing Special Resolution. Hence, the members are requested to pass the Special Resolution accordingly.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the resolution except Mr. Ashok Gajjar.

The Board recommends the Special Resolution set out at Item No. 4 of the accompanying Notice in the interest of the Company.

Registered Office:

One Sonal Industrial Estate (Khoda),

Sanand Viramgam Highway,

Ahmedabad – 382170.

Date: 26/08/2016

Place: Vadodara

By order of the Board of Directors
SUN SOURCE (INDIA) LIMITED

SD/-

Ashok Gajjar

Chairman & Director

DIN: 02137748

Details of Directors seeking appointment/reappointment in the forthcoming Annual General Meeting (pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Applicable Provisions Secretarial Standard - 2):

Name of Director	Mr. Ashok Kumar Gajjar	Ms. Priti Gajjar
Date of Appointment	13/04/1992	21/03/2016 as WTD
Date of Birth	13/03/1940	28/02/1975
Expertise in specific functional area	Management of operations	Management of operations
Qualification	Bachelor of Engineering	Commerce Graduate
Directorship held in other companies	NIL	NIL
Membership/ Chairmanship of Committees of other public companies (includes only Audit Committees and Stakeholder Relationship Committee)	Audit Committee	NIL
No. of Shares held in the company	1000	2500
First Appointment by the Board	13/04/1992	10/06/2000
Relationship with other Director, Manager & KMP	Father of Ms. Priti Gajjar	Daughter of Mr. Ashok Gajjar
Board Meeting attended (F.Y. 2015-16)	5	5

ROUTE MAP

