

SUNIL HITECH ENGINEERS LIMITED

Notice of Annual General Meeting

Notice is hereby given that 14th Annual General Meeting of the Company SUNIL HITECH ENGINEERS LIMITED shall be held at Registered Office of the Company at Ratnadeep, Jaynagar, Parli – Vaijnath Dist. Beed, Maharashtra, Pin – 431520, on Thursday, the 27th day of September, 2012 at 02.00 P.M. to transact the following business:

Ordinary Business:

- To receive, consider and adopt the Audited Statement of Profit & Loss for the year ended on 31st March, 2012 and the Audited Balance Sheet as at that date together with the Report of the Board of Directors and the Auditors thereon.
- 2. To declare a dividend for the financial year ended on 31st March, 2012.
- 3. To appoint a Director in place of Mr. M. N. Mohanan who retires from office by rotation and being eligible offers him self for re-appointment.
- 4. To appoint a Director in place of, Mr. S. K. Kodandaramaiah, who retires from office by rotation and being eligible offers him self for re-appointment.
- 5. To appoint a Director in place of, Mr. Dilip Y. Ghanekar, who retires from office by rotation and being eligible offers him self for re-appointment.
- To appoint Auditor M/s Kapoor & Parekh Associates, Chartered Accountants, having ICAI Firm Registration No. 104803W from the conclusion of this meeting to the conclusion of next annual general meeting and to fix their remuneration.

Special Business:

7. To Consider and if thought fit to pass with or without modification, the following Resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Section 149(2A) and all other applicable provisions of the Companies Act, 1956 or any other law applicable here

under, subject to such other approvals as may be required hereunder, consent of the Company be and is hereby accorded to the Board of Directors to undertake to carry out promote and sponsor rural development including any programme for promoting the social and economic welfare of or the uplift of the public in any rural area or to incur expenditure for rural development etc as mentioned in Clause 34 under the heading 'Other Objects' of the Memorandum of Association of the Company, which reads as under;

'To undertake, to carry out promote and sponsor rural development including any programme for promoting the social and economic welfare of or the uplift of the public in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof other manner. Without prejudice to the generality of the foregoing programme of rural "development" shall also include any programme for promoting the social and economic welfare of or economic uplift of the public in any rural area likely to promote and assist rural development and that the words "rural area" shall include such areas as may be regarded as rural areas under section 35 cc of the Income Tax Act, 1961, or any other law relating to rural development for the time being in force as rural areas and development for the time being in force as rural areas and in other areas to implement any of the above-mentioned objects or purposes, transfer without consideration or at such fair or concessional value and subject to provisions of the Companies Act, divest the ownership of any property of the company to or in favor of any public or any public Institutions.'

RESOLVED further that for the purpose of giving effect to the above resolution, the Company ratifies all the acts of the Board of Directors and authorized the Board to do all such acts, deeds and things whatever is necessary hereunder for the purpose of or on behalf of the Company."

8. To Consider and if thought fit to pass with or without modification, the following Resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Section 149(2A) and all other applicable provisions of the Companies Act, 1956 or any other law applicable here under, subject to such other approvals as may be required hereunder, consent of the Company be and is hereby accorded to the Board of Directors to commence the business of sole or general agents or general representative and sole or general stockiest or distributors, organizers or commission agents of goods, commodities etc. as mentioned in Clause 38 under the heading 'Other Objects' of the Memorandum of Association of the Company, which reads as under:

'To carry on the business as sole or general agents or general representative and sole or general stockiest or distributors, organizers or commission agents of any industrial, commercial or agricultural enterprises.'

RESOLVED further that for the purpose of giving effect to the above resolution, the Company ratifies all the acts of the Board of Directors and authorized the Board to do all such acts, deeds and things whatever is necessary hereunder for the purpose of or on behalf of the Company."

9. To Consider and if thought fit to pass with or without modification, the following Resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Section 149(2A) and all other applicable provisions of the Companies Act, 1956 or any other law applicable here under, subject to such other approvals as may be required hereunder, consent of the Company be and is hereby accorded to the Board of Directors to commence the business of hire purchase, or leasing of all durable, industrial and commercial properties, assets, goods etc. as mentioned in Clause 39 under the heading 'Other Objects' of the Memorandum of Association of the Company, which reads as under;

'To carry on the business of hire purchase or leasing of all durable, industrial and commercial properties, assets, vehicles, machinery, equipment, tools and instruments of all descriptions, refrigerators, air conditioners, washing machines and household equipments, television and electronic devices.'

RESOLVED further that for the purpose of giving effect to the above resolution, the Company ratifies all the acts of the Board of Directors and authorized the Board to do all such acts, deeds and things whatever is necessary hereunder for the purpose of or on behalf of the Company."

10. To Consider and if thought fit to pass with or without modification, the following Resolution as a Special Resolution:

"RESOLVED THAT on the recommendation of the Remuneration Committee, in accordance with respective provisions of the Articles of Association of the Company and pursuant to Section 198, 269, 309, 311 and 314 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act 1956 (the said Act) and all guidelines for managerial remuneration issued by the Central Government from time to time consent of the Company be and is hereby accorded to the reappointment of Mr. Vijay Ratnakar Gutte, as a Whole time Director (Finance) (in Executive Category) of the company for the period of five years from 29-05-2012 to 28-05-2017 on the remuneration of not exceeding Rs. 6,00,000/- (Rs. Six lacs only) as basic salary per month apart from other benefits, allowances and perquisites for which as he may be entitled hereunder or as may be decided by the Board from time to

Resolved further that pursuant to the provisions of Articles of Association, subject to provisions of the Companies Act, 1956 and supervision and control of the Board of Directors of the Company, The Executive Director be and is hereby authorized to manage the business and affairs of the Company, whose remuneration or salary shall be inclusive of the following

- Salary: Basic Salary at the rate of not exceeding Rs. 6,00,000/- (Rupees Six Lacs only) per month, as may be approved by the Board of Directors from time to time on the recommendation of the Remuneration Committee in accordance with Schedule XIII and all other applicable provisions of the Companies Act, 1956.
- Commission: Company may pay Commission not exceeding 1% of the net profits of the Company computed in the manner laid down under section 309, 349, 350 of the Companies Act, 1956. The amount of Commission and other part of remuneration shall be subject to the overall limits pertaining to the Managerial Remuneration laid down under Sections 198 and 309 of the Companies Act, 1956,

provided that the amount available as above for payment of commission will be divided among the Executive Director and other Managing Director & the Whole Time Directors but each of them shall however receive commission in aggregate not exceeding 1% of the net profit of the Company.

III. Allowances, Perquisites or Benefits: Allowances, Perquisites or Benefits as listed below allowed in PART A, B & C, in addition to the salary, restricted to the annual salary as above or such higher limit as the Companies Act, 1956 may permit. The Salary, Allowances, Perguisites or Benefits as listed hereunder shall not exceed such percentage of the Net Profit as mentioned under section 198, 309 and computed in accordance with section 349 & 350 and all other applicable provisions of the Companies Act, 1956.

Part A:-

i. City Compensatory Allowance: 80% of Basic Salary

ii. Conveyance Allowance: 20% of Basic Salary

- iii. Housing Facility including gas, electricity, water, servant, telephone, broadband, internet and furnishings (noninterchangeable) in any part of India.
- iv. Medical Benefits: For self and family, reimbursement of medical expenses actually incurred.
- v. Leave Travel Concession: For self and family once a year in accordance with the rules of the Company.
- vi. Club Fees: Subject to a maximum of two clubs excluding life membership or admission fee.
- vii. Insurance Premium not exceeding Rupees 50,00,000/- (Rs. Fifty Lacs only) in a year.
- viii. Travel Facility for self & family in business class within India or Outside India.
- ix. Tour / Travel / other Expenditure Allowance: For Self and Family subject to maximum of Rs. 10,00,000/- lacs in a year within India & / or outside India.
- x. Conveyance Facility in India or abroad.
- xi. Credit / Debit Cards for use within India or Outside India.

Part R:-

xii. Company's contribution towards Provident Fund, Pension Fund, Superannuation/Annuity Fund, or any other fund and Gratuity Fund shall be as per the Rules of the Company. These items will not be considered or included for the computation of ceiling or perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

- xiii. Provision of car for use on Company's business and telephone, broadband, internet facility at residence will not be considered as perquisites.
- xiv. Earned / Privileged leave of full pay and allowances will be as per rules of the Company.

RESOLVED FURTHER THAT in accordance with Schedule XIII & other applicable provisions of the Companies Act, 1956 the Board of Directors be and is hereby authorised to pay the managerial remuneration to Mr. Vijay R. Gutte Executive Director of the Company during the tenure of his appointment in the absence or inadequacy of profits.

RESOLVED FURTHER THAT in accordance with Schedule XIII & other applicable provisions of the Companies Act, 1956 the Board of Directors be and is hereby authorised to revise the remuneration and other terms and conditions of the appointment or part of remuneration of Mr. Vijay R. Gutte from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts. deeds, matters and things as, in its absolute discretion, may be considered necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to the above resolution or otherwise considered by the Board of Directors to be in the interest of the company."

11. To Consider and if thought fit to pass with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED that Mr. Siddharth Mehta, who was appointed as an Additional Director (Independent Non Executive Category) at the meeting of Board of Directors of the Company held on 14th August, 2012 and whose term expires at the ensuing Annual General Meeting of the Company and for appointment of whom the Company has received a notice under section 257 of the Companies Act, 1956, proposing his candidature for the office of the Director, be and is hereby appointed as a Director (Independent Non Executive Category) of the Company whose period of Office is liable to determination by retirement by rotation."

By order of the Board

(Sandeep K. Mishra) Place: Nagpur Date: 14.08.2012 Company Secretary

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NOTES:

- i) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. UNDER THE COMPANIES ACT, 1956, VOTING IS BY SHOW OF HANDS, UNLESS A POLL IS DEMANDED BY A MEMBER OR MEMBERS PRESENT IN PERSON, OR BY PROXY HOLDING AT LEAST ONE-TENTH OF THE TOTAL SHARES ENTITLED TO VOTE ON THE RESOLUTION OR BY THOSE HOLDING PAID-UP CAPITAL OF AT LEAST RS. 50,000/- only. A PROXY CAN NOT VOTE EXCEPT ON A POLL.
- ii) An Explanatory statement pursuant to Section 173 (2) of the Companies Act, 1956, relating to the Special Business to be transacted at the Annual General Meeting has been attached.
- iii) The Register of Members and the Share Transfer Books of the Company will remain close from Thursday 20th September, 2012 to Thursday 27th September, 2012 (both days inclusive).
- iv) Members holding the shares in dematerialized form are requested to notify all the changes with respect of their address e-mail id, ECS mandate and bank details to their depository participant.
- v) Members (those holding shares in the physical form only) are requested to notify/send the following to the Registrar/
 Transfer Agent, M/s. Bigshare Services Private Limited, 2/3
 Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri
 (E), Mumbai 400 072;
 - a. particulars of their bank account and e-mail id, in case the same have not been sent earlier;
 - b. any change in their address/e-mail id/ECS mandate/ bank details

- c. Share certificate(s), held in multiple accounts in identical name or joint names in the same order of names, for consolidation of such shareholding in one account.
- vi) For the convenience of the Members, an Attendance Slip is annexed with the Proxy Form. Photocopies of the slip will not be entertained for issuing gate pass for attending Annual General Meeting. However in case of non-receipt of notice of Annual General Meeting, members are requested to write to the Company at its Corporate Office for issuing of the duplicate of the same. Members are requested to affix their signature at the space provided and fill up the particulars and hand over the attendance slip at the place of the Meeting.
- vii) As a measure of economy, Annual Reports shall not be distributed at the Annual General Meeting. Shareholders are requested to bring their copies to the Meeting.
- viii) A member desirous of getting any information on the account or operations of the Company is required to forward his/her queries to the Company at least ten days prior to the meeting so that the required information can be made available at the meeting.
- ix) As a matter of green initiative in the matter of corporate governance, as per last year, this year too, the Notice and annual report shall be sent to the shareholders by way of email id whose mail ids are available with our Registrar & Transfer Agent, M/s. Bigshare Services Private Limited, having office at 2/3 Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (E), Mumbai 400 072 and physical copy by post to those shareholders whose email ids are not available with us. Members are requested to provide their email ids to our RTA to facilitate us to send notices and all other documents electronically to them to save paper, cost and our environment.
- x) The Copy of Notice shall also be made available at our official web site 'www.sunilhitech.com'. In case if any shareholder could not receive the same, can also download it or go through the same through our web site.

Annexure to Items 3, 4, 5, 10 & 11 of the Notice

Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting (in pursuance of Clause 49 of the Listing Agreement)

Name of the Director	M. N. Mohanan	S. K. Kodandaramaiah	Dilip Y. Ghanekar
Date of Birth	23/05/1958	04/09/1949	19/09/1956
Date of Appointment on the Board	01/06/2003	05/02/2004	30/01/2007
Qualification	Diploma in Mechanical Engineering	Post Graduate in Mechanical Engineering	B. E. Mech and Diploma in Industrial Management from V. R. C. E. Nagpur

Name of the Director	M. N. Mohanan	S. K. Kodandaramaiah	Dilip Y. Ghanekar
Date of Birth	23/05/1958	04/09/1949	19/09/1956
Date of Appointment on the Board	01/06/2003	05/02/2004	30/01/2007
Qualification	Diploma in Mechanical Engineering	Post Graduate in Mechanical Engineering	B. E. Mech and Diploma in Industrial Management from V. R. C. E. Nagpur
Expertise in Specific Areas	Experience in fabrication and erection of heavy steel structures, erection of boilers and auxiliaries, erection of electrostatic precipitators, equipment, power cycle piping and LP piping	Experience in areas of project management, construction management, commercial, contracting and overseas marketing	Experience in Planning Construction, Operation and Maintenance of Power Stations having 500MW capacity.
List of other Companies in which Directorship held as on 31st March, 2012 (excluding Directorship in private, foreign companies and companies incorporated under Section 25 of the Companies Act, 1956.)	Nil	Nil	Nil

Name of the Director	Vijay Ratnakar Gutte	Siddharth Mehta			
Date of Birth	19/03/1983	28/03/1957			
Date of Appointment on the Board	29/05/2007	14/08/2012			
Qualification	M. B. A. in Marketing & Finance	B.E. (Electrical), from Indian Institute of Science, Bangalore			
Expertise in Specific Areas	Experience in Administration, Financial planning & control and corporate expansion.	Experience in areas of Strategy and Business Development, Project Coordination, Management & Execution; Corporate Governance; Business Expansion & Growth			
List of other Companies in which Directorship held as on 31st March, 2012(excluding Directorship in private, foreign companies and companies incorporated under Section 25 of the Companies Act, 1956.)	SEAM Industries Limited	Essar Power Distribution Company Limited			

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EXPLANATORY STATEMENT AS REQUIRED U/S 173 (2) OF THE COMPANIES ACT, 1956:

For Item No. 7, 8 & 9

Currently your Company is one of leading BOP - EPC player of the Country. Now in the light of growing opportunities in different sectors, your Directors want to diversify the area of business activities. So your Directors recommended commencement of various business activities as mentioned in the notice as item no. 7, 8 & 9. These business activities have been incorporated under Clause no. 34, 38 & 39 under the heading 'Other Objects' of the Memorandum of Association of the Company.

Your Board of Directors wants to enter into new activities like to undertake some activity of rural development for economic and social welfare of public to fulfill its corporate social responsibility, business of general stockiest, distributors of general commodities, goods, business of hire purchase, leasing of goods, machinery etc. There are good opportunities in these sectors and the Directors want to grab this for the benefit of the Company. Since the above businesses are not germane to the existing business, the Directors can start these businesses only if consented by special resolution of shareholders for each such business.

Your approval is sought as special resolutions for commencement of businesses as mentioned under Clause no. 34, 38 & 39 under the heading 'Other Objects' of the Memorandum of Association of the Company and as item no. 7, 8 & 9 of this notice.

None of Directors of the Company is any way concerned or interested in this resolution.

For Item No. 10

The Board has appointed Mr. Vijay Ratnakar Gutte as Executive Director of the Company with effect from 29.05.2007 for a period of five years which has been approved by the shareholders at the annual general meeting held on 20.09.2007. The term of Mr. Vijay R. Gutte has expired on 28th May, 2012. The Board of Directors vide their meeting held on 11th February, 2012, has reappointed Mr. Vijay Ratnakar Gutte as a Whole Time Director of the Company with effect from 29th May, 2012.

Mr. Vijay R. Gutte is M. B. A. in finance from a reputed Institute. He has contributed a lot towards the development of the Company and played a significant role in strengthening the financial activities and diversifying the business activities of the Company in other sectors too like infrastructure, real estate. Since his induction in the company in 2007, he transformed Sunil Hitech's finance capability into a powerful strategic weapon.

On the recommendation of the Remuneration Committee, Your Board of Directors, subject to your approval by way of special resolution, reappointed him with effect from 29th May 2012 for five years at basic salary of not exceeding Rs. 6,00,000/- per month apart from other benefits, allowances and perquisites for which he may be entitled hereunder and / or as may be decided by your Board of Directors of the Company from time to time.

Through this notice we seek your approval by way of special resolution for reappointment of Mr. Vijay R. Gutte as Director Finance (Executive Category) with effect from 29th May, 2012 for five years at basic salary of not exceeding Rs. 6,00,000/- per month apart from other benefits, allowances and perquisites for which he may be entitled hereunder and / or as may be decided by your Board of Directors of the Company from time to time and authorization in favour of the Board to revise the terms and conditions of his re appointment from time to time.

This notice shall be treated as abstract of terms and condition of appointment & remuneration payable to Mr. Vijay Ratnakar Gutte as mentioned under section 302 & other applicable provisions of the Companies Act, 1956.

Except Mr. Vijay Ratnakar Gutte (Director Finance), none of the Directors of the Company is in any way concerned or interested in the said resolution.

Brief Profile of Mr. Vijay Ratnakar Gutte has been given above.

For Item No. 1

Mr. Siddharth Mehta has been appointed as an Additional Non-Executive Independent Director of the company in terms of Article 137 of the Articles of Association and Section 260 of the Companies Act, 1956 by the Board of Directors vide their meeting held on 14th August, 2012, who shall hold office of the director only upto the date of ensuing Annual General Meeting.

Mr. Siddharth Mehta is B. E. Electrical from Indian Institute of Science, Bangalore, having wide experience in the field of Business development, Project Coordination, Management and Execution

Under sec. 257 of the Companies Act, 1956, notice has been received by the Company, proposing his appointment as a Director of the Company. Mr. Siddharth Mehta does not hold any shares of the Company.

The Board recommends the resolution to be passed as an ordinary resolution proposing his appointment as a Non-Executive Independent Director of the Company, liable to retire by rotation.

None of the Directors of the Company is interested in this resolution except Mr. Siddharth Mehta.

Brief Profile of Mr. Sidhharth Mehta has been given at the above.



Attendance Slip

ANNUAL GENERAL MEETING

Thursday, the 27th day of September' 2012 at 02.00 P. M.

1. Regd. Folio No. or Client ID N	o:	
2. DP ID No.	:	
3. No. of shares held	:	
4. Name of the Member/Proxy	÷	
I am a member/proxy for the men	nber of the Company. I hereby record my presence a ynagar, Parli, Vaijnath, Dist. Beed, Pin – 431520.	
		Signature of the Member / Proxy

Note: Please complete and sign this attendance slip and hand it over at the entrance of the hall.





SUNIL HITECH ENGINEERS LIMITED

Proxy Form

Regd. Folio No	Client ID No.		
No. of shares held	DP ID No		
I/We	of		
	in the district of		
	being the Member(s)		
of Sunil Hitech Engineers Limited hereby appoint Mr./Ms	of		
in the district of	as my/our proxy		
to attend and vote for me/us and on my/our behalf at an Annual General Me 02.00 P.M. at Ratnadeep, Jaynagar, Parli, Vaijnath, Dist. Beed, Pin – 431520 a	. ,		
Signed this 2012	Revenue Stamp of Rs.2/-		

Signature of the Member(s)

- Notes: 1. The proxy form to be effective should be duly completed in all respects and signed across the revenue stamp.
 - 2. The proxy form must be deposited at the Registered Office of the Company at Sunil Hitech Engineers Limited, Ratnadeep, Jaynagar, Parli, Vaijnath, Dist. Beed, Pin 431520 not less than 48 hours before the time fixed for holding the aforesaid meeting.
 - 3. A proxy need not be a member of the Company.



Dividend - ECS Mandate Form

To, M/s. Bigshare Services Private Limited, 2/3 Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (W) – 400 072

Dear Sirs,

Re.: Payment of Dividend of Sunil Hitech Engineers Ltd. under the Electronic Clearing System (ECS)

I hereby give my/our mandate to credit my/our Dividend on the Shares held by me/us under the Folio mentioned directly to my/our bank account through the Electronic Clearing System (ECS). The details of the Bank Account are given below:

Name of the Sole/First Shareholder (In Block Letters)					
Email id					
DP ID No.					
Folio No.					
No. of Shares held					
Name of the Bank in Full					
Branch Name and Address					
9 digit code No. of the Bank and branch as appearing on the MICR Cheque issued by the Bank*					
Type of the account with code (IFSC CODE)					
Account Number as appearing on the Cheque Book					
Bank Ledger No./Bank Ledger Folio No. (If any as appearing on the cheque book)					

(Please attach a photo copy of your cheque leaf which contains your bank account number and the nine digit MICR number. You can also send your dividend mandate through email to us.)

I hereby declare that the particulars given above are correct and complete. The present mandate will supercede my earlier mandate, if any, given. If the transaction is delayed or not effected at all because of incomplete or incorrect information, I would not hold the Company/the user institution responsible.

Place :	
Dated :	Name & Signature of Sole/First Shareholder

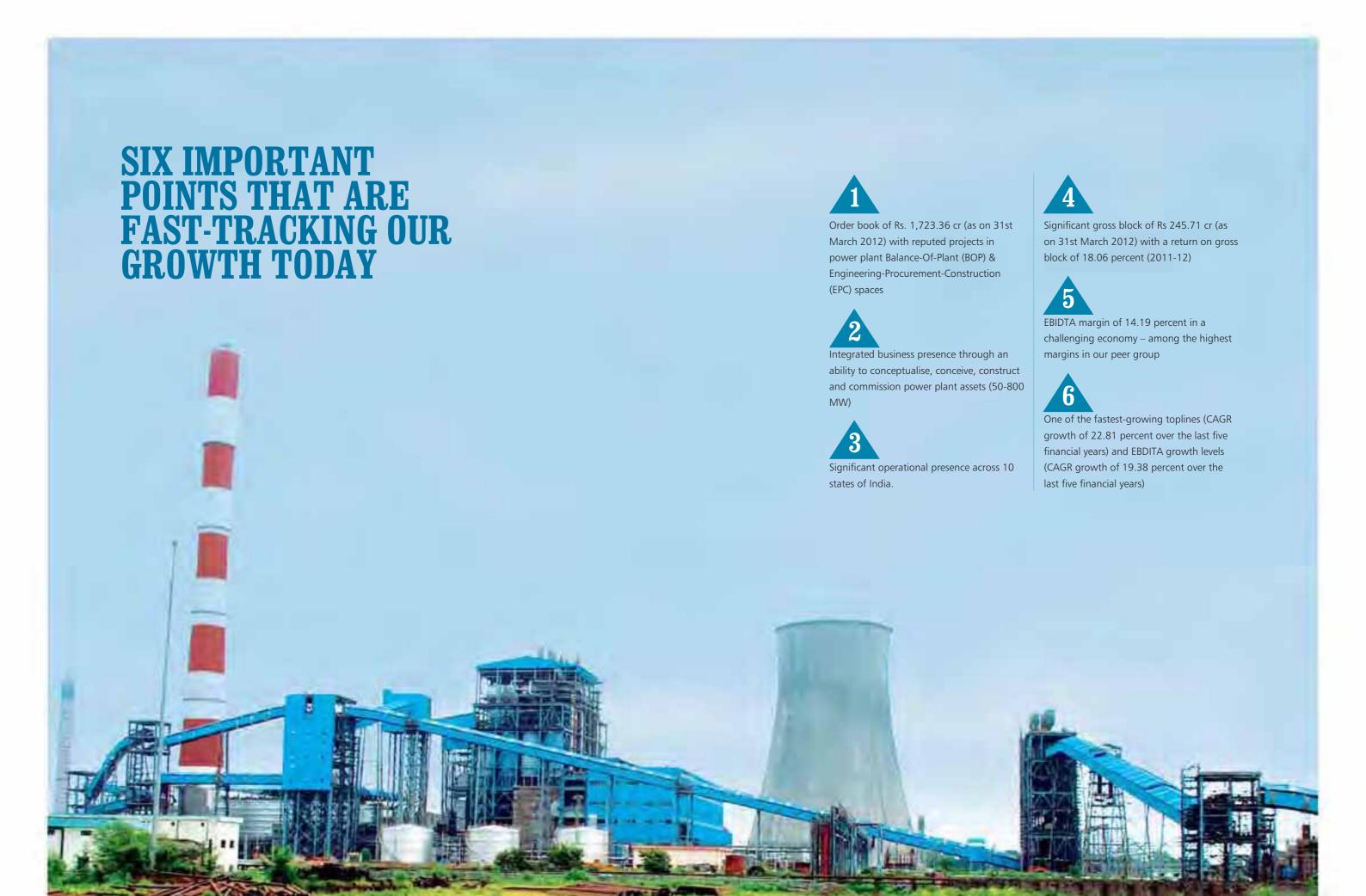




From a civil project executor to a comprehensive nation-builder.

From power engineering to sugar, cogeneration, distillery, ecological infrastructure, road construction, critical power plant product manufacture and education industries.

From a Rs 855.59 cr turnover in 2011-12 to a projected Rs 1,000 cr-plus turnover by 2012-13.





INDIA STORY

times – The number by which India's GDP will have multiplied by 2030

704 units – India's per capita energy consumption, way below the global average

49,000 MW – The estimated power capacity addition during the Eleventh Plan, almost 62 percent of the envisaged capacity addition, which will spill over to the Twelfth Plan

52 bn units – India's projected power deficit in 2013-14 (projected 41 bn units in 2014-15)

110,000 MW – Projected power generation capacity to be added in India over FY10-15

2.5 bn sq m – of roads that will have to be paved

2,400 Rs bn – India's projected power T & D investments over the Twelfth Five-Year Plan period

OUR STORY

22.81 percent – Compounded annual growth of our turnover over the last five years ending 2011-12

1,723.36 Rs cr – Size of our order book backlog as on 31st March 2012

22,309 MW – Commissioned by the Company (till 31 March 2012)

855.59 Rs cr – our topline for 2011-12

2,000 Rs cr – our projected order book for 2012-13

121.44 Rs cr – our EBIDTA in 2011-12

1,000 Rs cr – our projected topline for 2012-13

