



Sunil Hitech Engineers Limited

Reg. Off.: 6th Floor, C-Wing, MET Educational Complex, Gen. A.K.Vaidya Marg, Bandra Reclamation,  
Bandra (W) Mumbai-400050 | Tel.: 022-61872400 | Email:investor@sunilhitech.com  
(CIN: L28920MH1998PLC115155)

# Notice of Annual General Meeting

Notice is hereby given that 18th Annual General Meeting of the Members of 'SUNIL HITECH ENGINEERS LIMITED' (CIN:L28920MH1998PLC115155) will be held on Thursday, the 22nd day of September, 2016 at 11.00 A.M. at Hotel Rangsharda, Near Lilavati Hospital, KC Marg, Bandra Reclamation Flyover, Bandra West, Mumbai, Maharashtra 400050, to transact the following business:

## Ordinary Business:

1. To consider and adopt the audited financial statements (including the consolidated financial statements) of the company for the financial year ended on March 31, 2016 and the reports of the Board of Directors and Auditors thereon.
2. To declare dividend for the financial year ended on 31st March, 2016.
3. To appoint a Director in place of Mr. Venkataramana Condoor (DIN 02161093), who retires from office by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

**"RESOLVED** that pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. V. Sankar Aiyar & Co., Chartered Accountants (FRN 109208W), be appointed as statutory auditors of the Company for a period of five years starting from the conclusion of forthcoming annual general meeting until the conclusion of 23rd annual general meeting of the Company subject to the ratification at each annual general meeting held after forthcoming annual general meeting and that the Board of Directors be

and is hereby authorized to fix their remuneration."

## Special Business:

5. Sub-division of 1 (one) equity share of face value of Rs. 10/- each into 10 (Ten) equity shares of Re. 1/- each.

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

**"RESOLVED** that pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned Statutory Authority(ies) each equity share of the Company having a face value of Rs. 10/- each fully paid-up be sub-divided into 10 (Ten) equity shares of the face value of Re.1/- each fully paid-up.

**RESOLVED FURTHER** that on sub-division, 10 (Ten) equity shares of face value of Re. 1/- each be allotted in lieu of existing 1 (one) equity share of Rs. 10/- each subject to the terms of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid Equity Shares of Rs. 10/- each of the Company and shall be entitled to participate in full in dividends to be declared after the subdivided equity shares are allotted.

**RESOLVED FURTHER** that on sub-division of equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of the face value of Rs. 10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may, without requiring the surrender of the existing share certificate(s), issue and dispatch the new share certificate(s) of the Company in lieu of such existing share certificate(s) subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in the case of equity shares held in the dematerialised form, the number of sub-divided equity shares be credited to the respective beneficiary accounts of the Members with the depository participants, in lieu of the existing credits representing the equity shares of the Company before sub-division.

**RESOLVED FURTHER** that the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

6. Increase in Authorised Share Capital of the Company.

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

**"RESOLVED** that pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the rules framed there under, the authorized share capital of the Company be and is hereby increased from Rs. 25,00,00,000/- (Rupees Twenty five crores only) divided into 25,00,00,000 (Twenty five crores) equity shares of Re. 1/- each to Rs. 30,00,00,000/- (Rupees Thirty crores only) divided into 30,00,00,000 (Thirty crores) equity shares of Re. 1/- each by creation of additional 5,00,00,000 (Five crores) equity shares of Re. 1/- each ranking pari passu in

all respect with the existing equity shares."

7. Alteration of Capital Clause of Memorandum of Association of the Company.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as an Ordinary Resolution:

**"RESOLVED** that subject to Section 13, 61 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approval(s) from the concerned Statutory Authority(ies) Clause V of the Memorandum of Association of the Company relating to capital be substituted by the following Clause:

**Clause V would be substituted as follows:**

The Authorised Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 30,00,00,000 (Thirty Crores) Equity Shares of Re.1/- (Rupee One only) each with power to increase and reduce the Capital of the Company or to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.

**RESOLVED FURTHER** that the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

8. Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as a Special Resolution:

**"RESOLVED** that pursuant to the provisions of Section 5 and 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. Issue of Securities by Qualified Institutional Placement.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as a Special Resolution:

**"RESOLVED** that in accordance with the provisions of Section 41, 42, 62 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) as amended from time to time, Foreign Exchange Management Act, 1999, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enabling provisions in the Memorandum and Articles of Association of the Company, provisions of any other applicable laws, rules and regulations (including any amendments thereto or re-enactments thereof for the time being in force) and subject to such approvals, consents, permissions and sanctions of the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and all other appropriate and/or concerned authorities, or bodies, if any as the case may be, and subject to such conditions and modifications, as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company ('Board') (which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this resolution), the Board be and is hereby authorized to offer, issue and allot in one or more tranches, to Investors whether Indian or Foreign, including Foreign Institutions, Non-Resident Indians, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Pension Funds, Individuals

or otherwise, whether shareholders of the Company or not, through an issue of convertible/non convertible bonds/instruments and/or equity shares including by way of Qualified Institutional Placement ('QIP'), to Qualified Institutional Buyers ('QIB') in terms of Chapter VIII of the SEBI Regulations, (hereinafter collectively referred to as "Securities"), whether by way of private placement or otherwise so that the total amount raised through issue of the Securities shall not exceed Rs. 200.00 Crore as may be permitted / permissible under applicable laws and regulations there under, and on such terms and conditions as may be finalized by the Board and that the Board be and is hereby authorised to finalize all such terms and conditions and the matters incidental thereto as it may in its absolute discretion thinks fit in accordance with all applicable laws, rules and regulations for the time being in force in this regard (the "Issue").

**RESOLVED FURTHER** that pursuant to provisions of Section 62 of the Companies Act 2013, the Board (which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this resolution), to issue the Securities and/ or such other convertible/nonconvertible instruments to the strategic investors as stated in the foregoing resolutions through qualified institutional placements (QIP) to qualified institutional buyers whether they are members of the Company or not as the case may be.

**RESOLVED FURTHER** that for the purpose of giving effect to the above, the Board be and is hereby also authorized to determine the form, terms and timing of the issue(s), including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, premium amount in issue/conversion/exercise/redemption, rate of interest, redemption period, listings on one or more stock exchanges in India as the Board may in its absolute discretion deems fit and to make and accept any modifications in the proposals as may be by the authorities involved in such issue(s) in India and/or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the issue(s).

**RESOLVED FURTHER** that in case of QIP issue, it shall be completed within 12 months from the date of passing of this resolution.

- In case of allotment of equity shares, the date of meeting

in which the Board decides to open the proposed issue.

- In case of allotment of eligible convertible securities, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares, as may be determined by the Board.

**RESOLVED FURTHER** that the equity shares so issued shall rank pari passu with the existing equity shares of the Company in all respects.

**RESOLVED FURTHER** that for the purpose of giving effect to any offer, issue or allotment of Securities the Board, be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, for entering into arrangements for managing, underwriting, marketing, listing and trading, to issue placement documents and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.

**RESOLVED FURTHER** that the Board be and is hereby authorised to appoint Lead Manager(s) in offerings of

Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with Lead Manager(s) and to seek the listing of such securities.

**RESOLVED FURTHER** that the Board be and is hereby authorised to create necessary charge on such of the assets and properties (whether present or future) of the Company in respect of Securities and to approve, accept, finalize and execute facilities, sanctions, undertakings, agreements, promissory notes, credit limits and any of the documents and papers in connection with the issue of Securities.

**RESOLVED FURTHER** that the Board be and is hereby authorized to delegate all or any of the powers in such manner as may be deemed fit."

By order of the Board of Directors  
For Sunil Hitech Engineers Limited

Sd/-

**Shrikant C. Rikhe**  
Company Secretary

Date: August 10, 2016  
Place: Mumbai

Off Add.: 97, East High Court Road,  
Ramdaspath, Nagpur-440010

## Notes:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE AGM INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.

PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION / AUTHORITY, AS APPLICABLE. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER

HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

- 2) The Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the business set out under the notice is annexed hereto.
- 3) The Board of Directors has recommended Dividend Rs 1.50 per equity share, for the financial year ended on 31st March, 2016. The Register of Members and the Share Transfer Books of the Company will remain close from Friday, 16th September, 2016 to Thursday, 22nd September, 2016 (both days inclusive) in connection with Annual General Meeting and payment of Dividend.

Subject to the provisions of the Companies Act 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be paid to those members whose names appear on the Register of Members as on 16th September, 2016.

- 4) Members holding 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.

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.
- 5) 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 registered office for issuing 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.
  - 6) Members/Proxy holders are requested to bring their copies of the annual report with them to the annual general meeting, as extra copies will not be provided.
  - 7) Any member desirous of getting any information on accounts 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.
  - 8) As a part of green initiative likewise 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 environment.

- 9) The copy of notice shall also be made available at official website of the Company 'www.sunilhitech.com'. In case if any shareholder could not receive the same, can also download it from Company's website.

- 10) For any communication, the shareholders may also send request to the Company's investor email Id investor@sunilhitech.com.

- 11) Members wishing to claim dividend, which remain unclaimed are requested to correspond with Registrar and Share Transfer Agent; M/s. Bigshare Services Private Limited, having office at 2/3 Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E), Mumbai – 400072. Members are requested to note that the dividend not claimed within seven years from the date of transfer to the companies unpaid dividend account, will as per Section 124 of Companies Act, 2013 be transferred to the Investor Education and Protection Fund.

The Company has transferred the unpaid or unclaimed dividend declared for the financial year 2007-08 to the Investor Education and Protection Fund established by the Central Government during the financial year 2015-16.

- 12) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Clause 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be passed at the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
- 13) The facility for voting through ballot paper shall also be made available at the meeting and members attending the meeting who have not earlier cast their vote by remote e-voting shall be able to exercise their voting right at the meeting.



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| <p>14) The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.</p> <p>15) The instructions for shareholders voting electronically are as under:</p> <p>(i) The voting period begins on Sunday, 18.09.2016 (9.00 a.m. IST) and ends on Wednesday, 21.09.2016 (5.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 16.09.2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.</p> <p>(ii) Log on to the e-voting website <a href="http://www.evotingindia.com">www.evotingindia.com</a></p> | <p>(iii) Click on Shareholders</p> <p>(iv) Now Enter your User ID</p> <p>a. For CDSL: 16 digits beneficiary ID,</p> <p>b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,</p> <p>c. Members holding shares in Physical Form should enter Folio Number registered with the Company.</p> <p>(v) Next enter the Image Verification as displayed and Click on Login.</p> <p>(vi) If you are holding shares in demat form and had logged on to <a href="http://www.evotingindia.com">www.evotingindia.com</a> and voted on an earlier voting of any company, then your existing password is to be used.</p> |
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(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	<p>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.</p> <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>

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| <p>(viii) After entering these details appropriately, click on "SUBMIT" tab.</p> <p>(ix) Members holding shares in physical form will then reach directly 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.</p> | <p>(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.</p> <p>(xi) Click on the EVSN for the relevant &lt;Company Name&gt; on which you choose to vote.</p> <p>(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.</p> <p>(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.</p> <p>(xiv) After selecting the resolution you have decided to</p> |
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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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. 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](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details 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.

- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
  - (B) The voting period begins on Sunday, 18.09.2016 (9.00 a.m. IST) and ends on Wednesday, 21.09.2016 (5.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 16.09.2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
16. The Voting rights of members shall be in proportion to the paid up value of their shares in the equity capital of the Company as on cut off date, being 16th September, 2016.
  17. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 16th September, 2016 only, shall be entitled to avail the facility of remote e-voting / ballot paper voting.
  18. The Scrutinizer shall within forty eight hours of conclusion of Annual General Meeting submit Scrutinizer's Report of the Votes cast in favour or against, if any, forthwith to the Chairman of the Meeting.
  19. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 22nd September, 2016.
  20. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company ([www.sunilhitech.com](http://www.sunilhitech.com)) and on website of CDSL [www.evotingindia.com](http://www.evotingindia.com) and communication of the same to BSE Limited and National Stock Exchange of India Limited.

21. Details of Director Seeking Re-appointment at the Annual General Meeting.

Particulars	Mr. Venkataramana Condoor
Date of Birth	12.06.1961
Date of Appointment	01.06.2013
Qualifications	Bachelor of Engineer
Expertise in specific functional areas	Infrastructure Development and Marketing
Directorships held in other public companies (excluding Section 8 companies)	Nil
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	Nil
Number of shares held in the Company	2,00,000 Equity Shares (Person acting in concert with the promoters)

For other details such as number of meetings of the board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of Mr. Venkataramana Condoor, please refer to the Corporate Governance Report.

## Explanatory Statement

(Pursuant to Section 102(1) of the Companies Act, 2013)

### Item No. 5

The equity shares of your Company are listed and actively traded on the National Stock Exchange of India Limited and the BSE Limited. With a view to encourage the participation of small investors by making equity shares of the Company affordable, the Board of Directors at its Meeting held on August 10, 2016 considered and approved the sub-division of one equity share of the Company having a face value of Rs. 10/- (Rupees Ten only) each into 10 (Ten) equity shares of face value of Re. 1/- (Rupee One only) each subject to approval of the Members and any other statutory and regulatory approvals, as applicable. The Record Date for the aforesaid sub-division of the equity shares will be fixed after approval of the Members is obtained.

The provisions of Section 61 of the Companies Act, 2013 require the Company to seek approval of members to the Sub-division of equity share capital of the Company. Accordingly your Board of Directors recommends the Resolution set out at Item No. 5 of notice for the approval of members as an ordinary resolution.

None of the Director, Key Managerial Personnel or their relatives is directly or indirectly concerned or interested in this resolution.

### Item No. 6

The Board of Directors of your company has proposed to issue and allot equity shares of the Company subject to approval of members of the Company by way of Qualified Institutional Placement. In view of proposed issue of equity shares the authorized share capital of your company is required to be increased from Rs. 25,00,00,000/- (Rupees Twenty five crores only) to Rs. 30,00,00,000/- (Rupees Thirty crores only) by creation of additional 5,00,00,000 (Five crores) equity shares of the face value of Re. 1/- (Rupee one only) each ranking pari passu in all respect with the existing equity shares.

The provisions of Section 61 of the Companies Act, 2013 require the Company to seek approval of members to increase the authorized share capital of the Company; accordingly your Board of Directors recommends the Resolution set out at Item No. 6 of notice for the approval of members as an ordinary resolution.



None of the Director, Key Managerial Personnel or their relatives is directly or indirectly concerned or interested in this resolution.

#### Item No. 7

The Board of Directors of your company has proposed the sub-division of equity share capital of the Company having a face value of Rs. 10/- (Rupees Ten only) each into 10 (Ten) equity shares of face value of Re. 1/- (Rupee one only) each. Further, the authorised share capital of the Company has also been proposed to be increased from Rs. 25,00,00,000/- (Rupees Twenty five crores) to Rs. 30,00,00,000/- (Rupees Thirty crores) by creation of additional of 5,00,00,000 (Five crores) equity shares of the face value of Re. 1/- (Rupee one only).

In view of the proposed change in share capital the Clause V of the Memorandum of Association of the Company relating to authorised share capital of the company is required to be amended accordingly.

The provisions of Companies Act, 2013 require the Company to seek approval of members to alter the clause V of the Memorandum of Association of the Company relating to authorized share capital of the Company; accordingly your Board of Directors recommends the Resolution set out at Item No. 7 of notice for the approval of members as an ordinary resolution.

None of the Director, Key Managerial Personnel or their relatives is directly or indirectly concerned or interested in this resolution.

#### Item No. 8

The Articles of Association ("AoA") of the Company is presently in force since its incorporation. The existing Articles of Association are in line with the erstwhile Companies Act, 1956 which are thus no longer in full conformity with the Companies Act, 2013 ('New Act'). With the coming into force of the new Act several articles of the existing Articles of Association of the Company require alterations / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles.

It is thus expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013. Hence the Board of Directors at its meeting held on August 10, 2016 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek

members' approval for the same.

In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturdays, between 10.00 a.m. to 5.00 p.m. and it is also available on official website of the company [www.sunilhitech.com](http://www.sunilhitech.com)

Your Board of Directors recommends the Resolution set out at Item No. 8 of notice for the approval of members as a special resolution.

None of the other Directors /Key Managerial Personnel of the Company /their relatives are in any way, concerned or interested in the said resolution.

#### Item No. 9

The Special Resolution proposed is an enabling resolution to facilitate and meet the capital expenditure requirements for the ongoing and future projects of the Company and its subsidiaries, working capital requirements, debt repayment, investment in subsidiary companies, general corporate purposes including but not limited to pursuing new business opportunities, meeting the issue expenses etc.

The resolution contained in the attached Notice pertain to a proposal by the Company to create, offer, issue and allot convertible/non convertible bonds/instruments and/or equity shares., as stated therein in one or more tranches (referred to as "Securities"). The intention is to raise additional capital to meet the funding requirements and business objectives of the Company. For this purpose, the Company seeks your approval as per the resolution stated in the notice of AGM.

The members may please note that the appended resolution is only an enabling resolution and the detailed terms and conditions for the offer will be determined in consultation with lead managers, advisors, underwriters and such other authorities and agencies as may be required to be consulted by the Company in due consideration of prevailing market conditions and other relevant factors. As the price of the securities shall be determined at a later stage, exact number of securities to be issued shall also be crystallized later. However, an enabling resolution is being proposed to give adequate flexibility and discretion to the Board to finalize the terms of the offer.

As per Section 62 of the Companies Act, 2013, and as per the rules and regulations applicable under the laws, the relevant clauses of the Listing Regulations with the relevant stock exchanges where the equity shares of the Company are listed, the approval of existing members is being sought to empower the Board to issue, offer and allot Securities at such price (at a discount of not more than 5% on the price calculated for the Qualified Institutions Placement or at such other discount as may be permitted under Chapter VIII of the SEBI ICDR Regulations or premium to market price or prices in such a manner and on such terms and conditions including security, rate of interest, etc. to such person(s) including institutions, incorporated bodies, individuals or otherwise as the Board may at its absolute discretion deem fit.

The Special Resolution also seeks to empower the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include any committee which the Board has constituted to exercise its powers including the power conferred by this resolution) to undertake a Qualified Institutional Placement as defined by SEBI ICDR Regulations. The Board may in their discretion adopt this mechanism, as prescribed under Chapter VIII of the SEBI ICDR Regulations. The pricing of the Equity Shares to be issued to Qualified Institutional Buyers pursuant to Chapter VIII of the SEBI ICDR Regulations shall be freely determined subject to such price not being less than the price calculated in accordance with the SEBI ICDR Regulations.

The Special Resolution seeks to give the Board the powers to issue Securities as the Board may deem fit, in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/ or individuals or otherwise as the

Board, in its absolute discretion, deems fit. The detailed terms and conditions for the offer will be determined by the Board in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be required to be consulted by the Company considering the prevailing market conditions and in accordance with the applicable provisions of law, and other relevant factors.

The Equity Shares so allotted would be listed. The issue / allotment would be subject to the availability of regulatory approvals, if any.

As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges under the provisions of the Listing Regulation.

Your Board of Directors recommends the Resolution set out at Item No. 9 of notice for the approval of members as a special resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the aforesaid Resolution.

By order of the Board of Directors  
For Sunil Hitech Engineers Limited

Date: August 10, 2016  
Place: Mumbai

Sd/-  
**Shrikant C. Rikhe**  
Company Secretary

Off Add.: 97, East High Court Road,  
Ramdaspeth, Nagpur-440010