



SUNIL INDUSTRIES LIMITED

(AN ISO 9001 & 14001 CERTIFIED COMPANY)

Corporate Office
315, Rewa Chambers
New Marine Lines, Mumbai - 400 020
Tel. : (022) 2201 7389 / 2208 7860
Fax : (022) 2208 4594
E-mail : info@sunilgroup.com
www.sunilgroup.com

CIN No.: L99999MH1976PLC019331

Date: ~~30~~³¹ August, 2019

To,
Department of Corporate Service (DCS-CRD),
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

Sub.: Notice of 43rd Annual General Meeting pursuant to Regulation 30 of SEBI Listing Obligation and Disclosure Requirement, 2015.

Ref: **Sunil Industries Limited, Script Code- 521232**

Dear Sir,

This is to inform you that pursuant to Regulation 30 of SEBI Listing Obligation and Disclosure Requirement, 2015, we send herewith the notice conveying herewith 43rd Annual General Meeting of the company to be held on **Saturday, 28th September, 2019 at 11.00 am at D-8, MIDC Phase II, Manpada Road, Dombivli (East), Thane- 421203**

Kindly take the note of the same on your records.

Thanking you,

FOR SUNIL INDUSTRIES LIMITED

PRADEEP ROONGTA
WHOLETIME DIRECTOR
DIN: 00130283





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NOTICE

NOTICE IS HEREBY GIVEN THAT THE 43rd ANNUAL GENERAL MEETING OF MEMBERS OF SUNIL INDUSTRIES LIMITED WILL BE HELD ON SATURDAY THE 28TH SEPTEMBER, 2019 AT 11.00 AM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT D-8, MIDC PHASE II, MANPADA ROAD, DOMBIVLI (EAST), DIST - THANE - 421 203 TO TRANSACT THE FOLLOWING BUSINESS.
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ORDINARY BUSINESS:

Item no. 1:

To receive, consider and adopt the Audited Financial Statements for the year ended 31st March 2019 together with the Reports of the Board of Directors and the Auditors thereon.

Item No. 2:

To appoint Mr. Ramesh Khanna, Whole Time Director (Holding DIN 00130283) who retires by rotation at the ensuing Annual General Meeting, and being eligible offers himself for re-appointment.

Item no. 3:

To appoint auditors for the Company and to provide and approve their remuneration.

SPECIAL BUSINESS:

Item no. 4: RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITOR FOR FINANCIAL YEAR 2019-20:

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

RESOLVED THAT pursuant to provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re- enactment thereof for the time being in force) and any other applicable provisions, if any, the appointment of M/s Shanker Chaudhary & Co., Cost Accountants as Cost Auditors of the Company by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year 2019-20 at remuneration of Rs. 1,25,000/-p.a plus applicable taxes as paid to them be and is hereby ratified."



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RESOLVED FURTHER THAT any of the Directors of the Company and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto”

Item no. 5: APPROVAL OF RELATED PARTY TRANSACTIONS UP TO THE MAXIMUM LIMITS AS SPECIFIED WITH THE RELATED PARTIES:

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 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of Corporate Governance and any other applicable provisions of the Listing Obligation and Disclosure Requirements, Regulations, 2015 (including any amendment, modification(s) or re-enactment thereof), the consent of the members of the Company be and is hereby accorded for entering into transaction(s) with the following related party(ies) up to the maximum amount mentioned there against, in each Financial Year, for a period of five years on such terms and conditions as may be mutually agreed between the Company and the related party(ies):

Sr. No.	Applicable for Financial Year	Name of the Related Party	Nature of Transaction(s) (Singly or all taken together)	Maximum Value of the Transaction(s) per annum (Rs.in crores)
1.	Specific approval for each financial year for a period of five	EskeTex (India) Private Limited	a) Sale and/or purchase of chemicals/materials. b) Availing or rendering of services.	75



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	years from FY 2019 - 20 to FY 2024-25.		c) Leasing of property.	
2.	Specific approval for each financial year for a period of five years from FY 2019 - 20 to FY 2024-25.	Sunil Fabrics Private Limited	a) Sale and/or purchase of chemicals/materials. b) Availing or rendering of services. c) Leasing of property.	75
3.	Specific approval for each financial year for a period of five years from FY 2019 - 20 to FY 2024-25.	Sunil Synthetics Private Limited	a) Sale and/or purchase of chemicals/materials. b) Availing or rendering of services. c) Leasing of property.	75
4.	Specific approval for each financial year for a period of five years from FY 2019 - 20 to FY 2024-25.	Sunil Prints Private Limited	a) Sale and/or purchase of chemicals/materials. b) Availing or rendering of services. c) Leasing of property.	75



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5.	Specific approval for each financial year for a period of five years from FY 2019 - 20 to FY 2024-25.	Sunil EXIM Private Limited	a) Sale and/or purchase of chemicals/materials. b) Availing or rendering of services. c) Leasing of property.	75
6.	Specific approval for each financial year for a period of five years from FY 2019 - 20 to FY 2024-25.	Sunil Bleaching Co. Private Limited	a) Sale and/or purchase of chemicals/materials. b) Availing or rendering of services. c) Leasing of property.	75
7.	Specific approval for each financial year for a period of five years from FY 2019 - 20 to FY 2024-25.	Rarefab Textiles Private Limited	a) Sale and/or purchase of chemicals/materials. b) Availing or rendering of services. c) Leasing of property.	75

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters & things and to take such steps,



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settle any queries, difficulties, doubts that may arise with regard to any transaction(s) with the related party(ies) and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution and for the matters connected therewith or incidental thereto.

Item no. 6: RE-APPOINTMENT OF ROHIT GADIA AS AN INDEPENDENT DIRECTOR:

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution:**

“**RESOLVED** that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Rohit Gadia (DIN 02175342), who was appointed as an Independent Director at the 38th Annual General Meeting of the Company and who holds office up to 31st March, 2019, being eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed on the basis of Recommendation and performance evaluation by Nomination and Remuneration Committee as an Independent Director of the Company, not liable to retire by rotation, to hold office for a Consecutive Second Term of Five years commencing with effect from 1st April, 2019 upto 31st March, 2024.”

RESOLVED FURTHER THAT any of the Directors of the Company and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto”

Item no. 7: ALTERATION OF MEMORANDUM OF ASSOCIATION AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013

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



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“RESOLVED THAT pursuant to Section 4, 13, 15 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 Rules made thereunder and in accordance with the Table A of the Schedule I of the Act, and Subject to the approval of other Competent authorities, as may be required, consent of the members be and is hereby accorded for alteration in the Memorandum of Association of the Company as per the following:

1. The words “(THE COMPANIES ACT, 1956)” be and are hereby substituted by the words “The Companies Act, 2013,” wherever they are mentioned in the Objects of the Company and in the Heading of the Memorandum of Association of the Company.
2. The existing main Objects no. 2 and 3 of the existing Memorandum under clause III A shall stand completely deleted and will be replaced by combining existing objects 2 and 3 as the following object reproduced as below:

To undertake Dyeing, Bleaching, Sanforising, mercerising, printing or otherwise, processing of Man made Fibres, Cotton Fibres, Fabrics of Cotton, Silk, Rayon, Wool, Jute, Hemp and other Fibre and fabrics of textile products whether on Handlooms or power Looms or in Textile Mills or other Factories and whether on the Company’s own account and on behalf of others; and to run a process house.

3. By merging, the Objects of the Company mentioned under existing Clause III (C) from Serial no. 34 to serial no. 40 in Clause III (B)
4. By Deleting entirely, the Objects of the Company mentioned under existing Clause III (C) – Other Objects from Serial no. 41 to serial no. 71”
5. Re - numbering the objects to be in Continuity as per ascending order from 1 to 40 (Both Inclusive).
6. Deletion of the existing clause IV of the Memorandum of Association and be hereby replaced by new Clause IV as reproduced below: -



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The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

RESOLVED FURTHER THAT in accordance with the Table A of the Schedule I of the Act, the Clause III (A) and III (B) of the Memorandum of Association of the Company, be renamed as under:

Clause III (A) – The objects to be pursued by the Company:

Clause III (B) – Matters which are necessary for furtherance of the objects specified in

Clause III (A) are:

RESOLVED FURTHER THAT any of the Directors of the Company and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto”

Item no. 8: RE-APPOINTMENT OF VINOD LATH AS MANAGING DIRECTOR AND APPROVAL FOR PAYMENT OF REMUNERATION

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions if any, read with Schedule V of the Companies Act, 2013 and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6) and other applicable Regulations of SEBI (Listing obligations Disclosures Requirements), 2015 as amended and other applicable provisions of the Companies Act, 2013, the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Vinod Lath (DIN 00064774), as Managing Director of the Company for a period of 5 consecutive years with effect from 1st September, 2019 upto 31st August, 2024 on the terms and conditions specifically approved and



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mutually agreed between the Board and Mr. Vinod Lath with liberty to the Board / Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment and remuneration payable as per the agreement entered with the Company.

“RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded for payment of Maximum remuneration of Rs. 2,00,00,000/- per annum of appointment of Vinod Lath (DIN 00064774), as Managing Director of the Company with liberty to the Board / Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment and remuneration payable per annum within the Maximum Limits as approved.

“RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013 read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation or re-enactment thereof for the time being in force, approval of the Members of the Corporation be and is hereby accorded for continuation of the directorship of Mr. Vinod Lath (DIN 00064774) in the Corporation, who has attained the age of seventy years, up to the expiry of his term as an Managing Director.”

RESOLVED FURTHER THAT any of the Directors of the Company and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto”

Item no. 9: RE-APPOINTMENT OF PRADEEP ROONGTA AS WHOLE TIME DIRECTOR AND CHIEF FINANCIAL OFFICER AND APPROVAL FOR PAYMENT OF REMUNERATION:

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions if any, read with Schedule V of the Companies Act, 2013 and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6) and other applicable Regulations of SEBI (Listing obligations Disclosures Requirements), 2015 as amended and other applicable provisions of the Companies Act, 2013, the Rules made



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thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Pradeep Roongta (DIN: 00130283), as Whole Time Director and Chief Financial Officer of the Company for a period with effect from 1st September, 2019 upto 31st August, 2024 on the terms and conditions specifically approved and mutually agreed between the Board and Mr. Pradeep Roongta with liberty to the Board / Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment and remuneration payable as per the agreement entered with the Company.

“RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded for payment of Maximum remuneration of Rs. 2,00,00,000/- per annum including in the event of loss or inadequacy of profits in any financial year during the tenure of appointment of Pradeep Roongta (DIN: 00130283), as Whole Time Director and Chief Financial Officer of the Company with liberty to the Board / Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment and remuneration payable per annum within the Maximum Limits as approved.

RESOLVED FURTHER THAT any of the Directors of the Company and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto”

Item No. 10: RE-APPOINTMENT OF RAMESH KHANNA AS WHOLE TIME DIRECTOR AND APPROVAL FOR PAYMENT OF REMUNERATION:

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions if any, read with Schedule V of the Companies Act, 2013 and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6) of SEBI (Listing obligations Disclosures Requirements), 2015 as amended and other applicable provisions of the Companies Act, 2013, the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and any subsequent



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amendment / modification in the Rules, Act and/or applicable laws in this regard, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Ramesh Khanna (DIN: 00130351), as Whole Time Director of the Company for a period with effect from 1st September, 2019 upto 31st August, 2024 on the terms and conditions specifically approved and mutually agreed between the Board and Mr. Pradeep Roongta with liberty to the Board / Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment and remuneration payable as per the agreement entered with the Company.

“RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded for payment of Maximum remuneration of Rs. 2,00,00,000/- per annum including in the event of loss or inadequacy of profits in any financial year during the tenure of appointment of Mr. Ramesh Khanna (DIN: 00130351), as Whole Time Director of the Company with liberty to the Board / Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment and remuneration payable per annum within the Maximum Limits as approved.

“RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013 read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation or re-enactment thereof for the time being in force, approval of the Members of the Corporation be and is hereby accorded for continuation of the directorship of Ramesh Khanna (DIN: 00130351) in the Corporation, who shall attain the age of seventy years, during and up to the expiry of his term as an Whole Time Director.”

RESOLVED FURTHER THAT any of the Directors of the Company and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto”

Notes:

1) A member entitled to attend and vote at the meeting is entitled to appoint proxy / proxies to attend and vote instead of himself and the proxy need not be a member of the company. A Person can act as proxy for only 50 members and holding in aggregate not more than 10 percent of the total share capital of the company carrying voting rights. Member holding more than 10 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 proxy



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for any other member. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.

2) Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the Annual Report to the Meeting.

3) 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 of the Company.

4) The Register of Contracts or Arrangements in which the 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 of the Company.

5) The Register of Members and Share Transfer Register in respect of equity shares of the Company will remain closed from **Monday, 23rd September, 2019 to Saturday, 28th September, 2019 (both days inclusive).**

6) As a measure of economy, copies of the Annual Reports and Accounts will not be distributed at the Meeting. Members are therefore, requested to bring their copies to the Meeting.

7) To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs") in case the shares are held by them in electronic form and with Share Transfer Register in case the shares are held by them in physical form.

8) Members/Proxies are requested to produce the attendance slip duly signed, sent along with the Annual Report and Accounts, for admission to the meeting hall.

9) Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

10) Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updation of Savings Bank Account details to their respective Depository Participants.

11) In terms of Section 124 of the Companies Act, 2013 (corresponding to Section 205A Companies Act, 1956), any dividend remaining unpaid for a period of seven years from the due date of payment is required to be transferred to Investor Education and Protection



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Fund. Members who have not encashed their dividend warrants are requested to write to the Registrars and Share Transfer Agents. The details of dividend unclaimed (if any) are uploaded on the Company's website at <http://www.sunilgroup.com> for shareholders information.

12) Electronic copy of the Notice of the 43rd Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 43rd Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

13) Members may also note that the Notice of the 43rd Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website www.sunilgroup.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: info@sunilgroup.com.

14) Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in Electronic/ Demat form, the members may please contact their respective depository participant.

15) Members are requested to send all communications relating to shares, bonds and unclaimed dividends, change of address etc. to the Registrar and Share Transfer Agents at the following address: **Link Intime India Private Limited** C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083. Tel: +91 22 49186270 Fax: +91 22 49186060. Email: rnt.helpdesk@linkintime.co.in Website: <http://www.linkintime.co.in>.

16) If the shares are held in electronic form, then change of address and change in the Bank Accounts etc. should be furnished to their respective Depository Participants (DPs).

17) Voting through electronic means:

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote at the 43rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL):



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A member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through e-voting or by ballot.

- ii. The facility for voting, either through electronic voting system or poll paper, shall also be made available at the AGM and the Members attending the AGM, who have not already cast their vote by remote e-voting, may exercise their right to vote at the AGM.
- iii. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. A Member can vote either by remote e-voting or at the AGM. In case a Member votes by both the modes then the votes cast through remote e-voting shall prevail and the votes cast at the AGM shall be considered invalid.

18) In case of members receiving e-mail:

- i. The voting period begins **on Wednesday, 25th September, 2019 at 9.00 am and ends on Friday, 27th September, 2019 at 5.00 pm**. 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 **Saturday, 21st September, 2019** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Open e-mail.
- iii. Log on to the e-voting website www.evotingindia.com during the voting period.
- iv. Click on "Shareholders" tab.
- v. 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.
- vi. Next enter the Image Verification Code / Captcha Code as displayed and Click on Login.
- vii. If you are holding shares in Demat Form and had logged on to www.evotingindia.com and had cast your vote earlier for EVSN of any company/entity, then your existing password is to be used.
- viii. If you are a first-time user follow the steps given below. Now, fill up the following details in the appropriate boxes:

For Members holding shares in Demat Form and Physical Form



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New Marine Lines, Mumbai - 400 020
Tel. : (022) 2201 7389 / 2208 7860
Fax : (022) 2208 4594
E-mail : info@sunilgroup.com
www.sunilgroup.com

PAN*	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <p>For physical shareholders, please use the first two letters of your Name and the 8 digits of the sequence number in the PAN field.</p> <p>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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</p>
DOB#	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. 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 (v).</p>

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then reach directly the "EVSN" selection screen.
- xi. 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 on 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.
- xii. For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- xiii. Click on the **190809020** EVSN number of Sunil Industries Limited on which you choose to vote.
- xiv. 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



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“YES” implies that you assent to the Resolution and option “NO” implies that you dissent to the Resolution.

- xv. Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- xvi. 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.
- xvii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xviii. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xix. If Demat account holder has forgotten the changed password, then enter the User ID and image verification code/captcha code and click on Forgot Password & enter the details as prompted by the system.
- xx. For Non – Individual Shareholders, Custodians and Institutional Shareholders:
 - 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, they have to create 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 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.
 - 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.

19) In case of members receiving the physical copy:

- Please follow all steps from Sr.no. (i) To Sr. No. (xix) above, to cast vote.

Other Instructions:

- (A) If you are already registered with CDSL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- (B) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).



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- (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 under help section or write an email to helpdesk.evoting@cDSLindia.com.
- (D) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evotingindia.com.
- (E) The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date (record date) of **Saturday, 21st September, 2019**.
- (F) Mr. Prasad Chavan of M/s HS Associates, Practicing Company Secretaries (Membership No. ACS 51703 and COP 20786) has been appointed as the Scrutinizer to scrutinize voting process for the Annual General Meeting in a fair and transparent manner.
- (G) The Scrutinizer shall within a period not exceeding two (2) days from the conclusion of the Annual General Meeting shall unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company
- (H) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website <http://www.sunilgroup.com> and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited.
- (I) Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Prasad Chavan, Partner of HS Associates, Practicing Company Secretaries, at the Registered office of the Company not later than **Friday, 27th September, 2019 (5.00 pm IST)**.
- (J) Ballot Form received after this date will be treated invalid.
- (K) A member can opt only for one mode of voting i.e. either through e-voting or by Ballot. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

20) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during **normal business hours (9.00 am to 5.00 pm)** on all working days, up to and including the date of the Annual General Meeting of the Company.

The Ministry of Corporate Affairs (MCA) has taken a “Green Initiative in Corporate Governance” (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allowing companies to dispatch documents to the shareholders through



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electronic mode. Considering the above theme, your company had decided to send Annual Report through electronic mode.

**ON BEHALF OF THE BOARD
FOR SUNIL INDUSTRIES LIMITED**

**VINOD LATH
MANAGING DIRECTOR AND CHAIRMAN
DIN NO: 00064774
DATE: 14TH AUGUST, 2019
PLACE: DOMBIVLI**



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EXPLANATORY STATEMENT

AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3:

The Statutory Auditors were appointed through vide an ordinary resolution at the Annual General Meeting held on 26th September, 2017 for a period of five consecutive years. The Board, on the recommendation of the Audit Committee, at their meeting held on 14th August, 2019 has approved remuneration of Rs. 2,50,000/- p.a payable to M/s P R Agarwal & Awasthi, Chartered Accountants, the Statutory Auditors of the Company to conduct the statutory audit of the Company for the Financial Year 2019 -20.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for Remuneration payable to the Statutory Auditors for the Financial Year 2019 - 20.

The Board of Directors accordingly recommends the Resolutions set out at Item No. 3 of the accompanying Notice for the approval of the Members.

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

Item No. 4:

The Board, on the recommendation of the Audit Committee, has approved the appointment and Remuneration of Rs. 1,25,000/- p.a to be paid to M/s Shanker Chaudhary & Co., Cost Accountants as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2019 -20.

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 has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the Remuneration payable to the Cost Auditors for the Financial Year 2019 - 20.

The Board of Directors accordingly recommends the Resolutions set out at Item No. 4 of the accompanying Notice for the approval of the Members.



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None of the Directors / Key Managerial Personnel of the Company / their relatives are, in anyway, concerned or interested, financially or otherwise, in aforementioned resolution.

Item No. 5:

Section 188 of the Companies Act, 2013 read with Rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribes the procedure for approval of Related Party Transaction(s). The provisions of Corporate Governance as per listing obligation and Disclosure Requirements, Regulations 2015 also prescribes seeking of shareholders' approval for material Related Party Transaction(s).

In terms of the provisions of Corporate Governance as per Listing Obligation and Disclosure Requirements, Regulations 2015, transaction(s) with a Related Party are considered material if the transaction(s) to be entered into individually or taken together with previous transaction(s) during a Financial Year exceeds 10% of the annual consolidated turnover of the Company as per the last Audited Financial Statements of the Company.

EskeTex (India) Private Limited; Sunil Fabrics Private Limited; Sunil Synthetics Private Limited; Sunil Prints Private Limited; Sunil EXIM Private Limited; Sunil Bleaching Co. Private Limited & Rarefab Textiles Private Limited are "Related Party" within the provisions of Corporate Governance as per Listing Obligation and Disclosure Requirements, Regulations 2015.

In terms of provisions of Corporate Governance as per Listing Obligation and Disclosure Requirements, Regulations 2015, all material Related Party Transaction(s) shall require the approval of the members through Ordinary Resolution and all entities/persons that are directly/indirectly Related Parties of the Company shall abstain from voting on such resolutions. Accordingly, the Promoter Group and all such Related Parties who are shareholders shall abstain from voting on this resolution for approval of material Related Party Transactions.

The disclosures required to be made under the provisions of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 are given herein below:

1. Nature of Relationship: All the Related Parties mentioned in the table above are directly or indirectly controlled by the same management.
2. Name of the Director or Key Managerial Personnel who is related, if any: None of the Directors or Key Managerial Personnel is related.



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3. Nature, material terms, monetary value and particulars of the contract or arrangement:
As per Item no. 5 of this Notice.
4. Any other information relevant or important for the members to take a decision on the proposed resolution: The transactions are based on business requirements and are necessary for the smooth and efficient functioning of your Company.

Keeping in view the intent of the law, all transactions (irrespective of the nature of transactions) with a Related Party have been aggregated while applying threshold limits for seeking your approval.

The above contracts/arrangements/transactions were approved by the Audit Committee and the Board of Directors as the same are in the interest of the Company.

The Board of Directors recommends the Resolution set out in Item No. 5 of the accompanying notice for the approval by the unrelated shareholders of the Company. The Related parties to the extent applicable are concerned or interested financially or otherwise in the proposed resolution.

Item No. 6:

Mr. Rohit Gadia is a Non-Executive Independent Director of the Company. He is member of the Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee of the Company.

Mr. Rohit Gadia holding DIN 02175342 is 35 years of age and is MBA by Educational Qualification and is Technocrat having experience in Financial Management. He has over the years gained immense experience and knowledge in the field of Accounting and Finance.

He is a Director in just one other public Company. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. Rohit Gadia being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term up to 31st March, 2024.

In the opinion of the Board, Mr. Rohit Gadia fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent



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Director of the Company and is independent of the management. Copy of the draft letter for appointment as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his Continued Association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Rohit Gadia as an Independent Director. Accordingly, the Board recommends the resolution in relation to his appointment as an Independent Director, for the approval by the shareholders of the Company.

<u>Sr. No</u>	<u>Particulars</u>	<u>Remarks</u>
1.	Reason for change viz. appointment, resignation, removal, death or otherwise	Re-appointment of Mr. Rohit Gadia holding DIN 02175342 additional Independent Director of the Company for a second consecutive term of 5 years with effect from 01 st April, 2019 subject to approval by the Shareholders of the company by a special resolution.
2.	Date of appointment	Re- appointment from 01 st April, 2019
3.	Term of appointment	01 st April, 2019 to 31 st March, 2024



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4.	Brief profile	<p>Mr. Rohit Gadia holding DIN 02175342 is 35 years of age and is MBA by educational Qualification and is Technocrat having experience in Financial Management. He has over the years gained immense experience and knowledge in the field of Accounting and Finance.</p> <p>Mr. Rohit Gadia being, MBA has immense knowledge about the industry and is also aware of Accounting and Financial Aspects of the Industry.</p> <p>His knowledge and presence as Independent Director on the Board of the Company will help in bringing more experience and a neutral and impartial view towards the functioning of the Company.</p>
5.	Disclosure of relationships between directors (in case of appointment of a director)	Mr. Rohit Gadia is not related to any other Director of the Company
6.	No. of Shares held	NIL

Except Mr. Rohit Gadia being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6. This Explanatory Statement may also be regarded as a disclosure with the Stock Exchange



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Item No. 7:

The Company was incorporated under Companies Act, 1956, further it is required to align the MOA in line with Companies Act, 2013 and also after the repeal of Companies Act, 1956 it further becomes more appropriate to align the MOA as per provisions of Companies Act, 2013.

The Companies Act, 2013, has prescribed a new format of Memorandum of Association ("MOA") for public. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by deleting the certain Objects under Clause III (C) – and also to rename the Clause III (A) and III (B) of the Object Cause.

The Board at its meeting held on 14th August, 2019 has approved alteration of the MOA of the Company and the Board now seeks Members' approval for the same.

The revised Memorandum of Association of Company is available for inspection during continuance of ensuing Annual General Meeting.

Therefore, the Board recommends the resolution as set out in Item no. 7 of the notice to be passed as a Special Resolution.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

Item No. 8:

Mr. Vinod Lath was re-appointed as Managing Director of the Company for a period of 5 (five) Years w.e.f 1st September, 2019 to 31st August, 2024 at the Board Meeting held on 14th August, 2019 subject to ratification of appointment by shareholders in the ensuing Annual General Meeting. Shareholders' approval is also to be received for payment of remuneration as is recommended by the Nomination and Remuneration committee in its meeting held on 14th August, 2019. In addition Regulation 17 (6) of SEBI (Listing obligations Disclosures Requirements), 2015, states that the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, where there is more than one such director, if the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity:



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The Companies (Amendment) Act, 2017 brought changes in the provisions of Section 197 and Schedule V of the Companies Act, 2013 relating to Appointment and Remuneration of Managerial Personnel by removing the requirement of Central Government approval for payment of remuneration in excess of 11% of net profits of the company and also increased the limits of yearly Managerial remuneration in case of no profit or inadequate profit.

The Companies Amendment Act, 2017 replaces the Central Government approval with the requirement of obtaining shareholders' approval through a special resolution.

Approval of the shareholders is, therefore, being sought for the revision of remuneration of Vinod Lath, Managing Director of the company as specified in the resolution and for payment of overall managerial remuneration in excess of 11% of net profits, including in the event of loss or inadequacy of profits in any financial year during the tenure of appointment of the company computed in accordance with Schedule V of the Companies Act, 2013 which shall be approved for the remaining tenure of the appointment.

Major terms of Remuneration of Mr. Vinod lath, Managing Director:

As per Terms & Conditions entered into an agreement with Mr. Vinod Lath as a Managing Director. The Agreement shall be open for Inspection for the inspection of the Shareholders during normal business hours on all working days.

Mr. Vinod Lath holding DIN 00064774 is 70 years of age and is a Commerce Graduate by educational qualification and is having experience in Marketing, Finance & Administration. He has over the years gained immense experience and knowledge in the field Administration and Finance. Further he being a Founder Promoter of the Company has experience of over Four Decades in Management and Administration, thus the Company stands to gain tremendously from his vast experience and thereby proposes to avail his services as a Managing Director despite him attaining 70 years of age for the benefit of all stakeholders.

The details and information to be provided as per schedule V of the Companies Act, 2013 with the notice of Annual General Meeting for providing remuneration in case of inadequate profits is done away with as per Notification dated 12th September, 2018. Hence the same is not provided herein as part of notice of Annual General Meeting.



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The terms of remuneration as set out in the Resolution are in accordance with the applicable provisions of Companies Act, 2013, Rules made there under read with Schedule V to the Companies Act, 2013. The Board of Directors are of the opinion that the revised remuneration of Mr. Vinod Lath, Managing Director, is in the best interest of the Company and accordingly, recommend the resolution as set in Item No. 8 for approval of the members.

Other than Mr. Vinod Lath holding 3,22,000 equity shares and Mr. Pradeep Roongta being relative, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 8.

Item No. 9:

Mr. Pradeep Roongta was re-appointed as Whole Time Director and Chief Financial Officer of the Company for a period of 5 Years w.e.f 1st September, 2019 to 31st August, 2024 at the Board Meeting held on 14th August, 2019 subject to ratification of appointment by shareholders in the ensuing Annual General Meeting. Shareholders' approval is also to be received for payment of remuneration as is recommended by the Nomination and Remuneration committee in its meeting held on 14th August, 2019. In addition Regulation 17 (6) of SEBI (Listing obligations Disclosures Requirements), 2015, states that the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, where there is more than one such director, if the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity:

The Companies (Amendment) Act, 2017 brought changes in the provisions of Section 197 and Schedule V of the Companies Act, 2013 relating to Appointment and Remuneration of Managerial Personnel by removing the requirement of Central Government approval for payment of remuneration in excess of 11% of net profits of the company and also increased the limits of yearly Managerial Remuneration in case of no profit or inadequate profit.



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The Companies Amendment Act, 2017 replaces the Central Government approval with the requirement of obtaining shareholders' approval through a special resolution.

Approval of the shareholders is, therefore, being sought for the revision of remuneration of Mr. Pradeep Roongta, Whole Time Director and Chief Financial Officer of the company as specified in the resolution and for payment of overall managerial remuneration in excess of 11% of net profits, including in the event of loss or inadequacy of profits in any financial year during the tenure of appointment of the company computed in accordance with Schedule V of the Companies Act, 2013 which shall be approved for the remaining tenure of the appointment.

Major terms of Remuneration of Mr. Pradeep Roongta, Whole Time Director and Chief Financial Officer:

As per terms & conditions entered into an agreement with Mr. Pradeep Roongta as Whole Time Director and Chief Financial Officer.

Mr. Pradeep Roongta holding DIN 00130283 is 57 years of age and is a Commerce Graduate by educational qualification and is having experience in Production & Administration. He has over the years gained immense experience and knowledge in the field Administration.

The details and information to be provided as per Schedule V of the Companies Act, 2013 with the notice of Annual General Meeting for providing remuneration in case of inadequate profits is done away with as per Notification dated 12th September, 2018. Hence the same is not provided herein as part of notice of Annual General Meeting.

The terms of remuneration as set out in the Resolution are in accordance with the applicable provisions of Companies Act, 2013, Rules made there under read with Schedule V to the Companies Act, 2013. The Board of Directors are of the opinion that the revised remuneration of Mr. Vinod Lath, Managing Director, is in the best interest of the Company and accordingly, recommend the resolution as set in Item No. 9 for approval of the members.

Other than Mr. Pradeep Roongta holding 13,600 equity shares and Mr. Vinod Lath being relative, none of the other Directors and Key Managerial Personnel of the Company and



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their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 9.

Item No. 10:

Mr. Ramesh Khanna was re-appointed as Whole-time Director and CO of the Company for a period of 5 (five) Years w.e.f. 1st September, 2019 to 31st August, 2024 at the Board Meeting held on 14th August, 2019 subject to ratification of appointment by shareholders in the ensuing Annual General Meeting. Shareholders' approval is also to be received for payment of remuneration as is recommended by the Nomination and Remuneration committee in its meeting held on 14th August, 2019. In addition Regulation 17 (6) of SEBI (Listing obligations Disclosures Requirements), 2015, states that the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, where there is more than one such director, if the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity:

The Companies (Amendment) Act, 2017 brought changes in the provisions of Section 197 and Schedule V of the Companies Act, 2013 relating to Appointment and Remuneration of Managerial Personnel by removing the requirement of Central Government approval for payment of remuneration in excess of 11% of net profits of the company and also increased the limits of yearly Managerial Remuneration in case of no profit or inadequate profit.

The Companies Amendment Act, 2017 replaces the Central Government approval with the requirement of obtaining shareholders' approval through a special resolution.

Approval of the shareholders is, therefore, being sought for the revision of remuneration of Ramesh Khanna, Whole Time Director of the company as specified in the resolution and for payment of overall managerial remuneration in excess of 11% of net profits, including in the event of loss or inadequacy of profits in any financial year during the tenure of appointment of the company computed in accordance with Schedule V of the Companies Act, 2013 which shall be approved for the remaining tenure of the appointment.



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Major terms of Remuneration of Mr. Ramesh Khanna, Whole-time Director:

As per Terms & Conditions entered into an agreement with Mr. Ramesh Khanna as Whole-time Director.

Mr. Ramesh Khanna holding DIN 00130351 is 69 years of age and is a Commerce and Law Graduate and MBA by educational qualification and is having experience in Sales and Marketing. He has over the years gained immense experience and knowledge in the field Marketing. Further he being a Professional has expertise in the field of marketing which in turns adds up to boost the sales volume, thus the Company stands to gain tremendously from his vast experience and thereby proposes to avail his services as a Whole-time Director despite him attaining 70 years of age for the benefit of all stakeholders.

The details and information to be provided as per Schedule V of the Companies Act, 2013 with the notice of Annual General Meeting for providing remuneration in case of inadequate profits is done away with as per Notification dated 12th September, 2018. Hence the same is not provided herein as part of notice of Annual General Meeting.

The terms of remuneration as set out in the Resolution are in accordance with the applicable provisions of Companies Act, 2013, Rules made there under read with Schedule V to the Companies Act, 2013.

The Board of Directors are of the opinion that the revised remuneration of Mr. Vinod Lath, Managing Director, is in the best interest of the Company and accordingly, recommend the resolution as set in Item No. 9 for approval of the members.

Other than Mr. Ramesh Khanna, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 10.



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Tel. : (022) 2201 7389 / 2208 7860
Fax : (022) 2208 4594
E-mail : info@sunilgroup.com
www.sunilgroup.com

Particulars	Rohit Gadia	Vinod Lath	Pradeep Roongta	Ramesh Khanna
Date of Birth (Age)	35 years	70 years	57 years	69 years
Date of Appointment	01st April, 2019	01st September, 2019	01st September, 2019	01st September, 2019
Qualifications	MBA	Commerce Graduate	Commerce Graduate	a Commerce and Law Graduate and MBA
Expertise in specific functional areas	Finance	Marketing, Finance & Administration	Production & Administration	Sales and Marketing
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	1 (One)	NIL	NIL	NIL



SUNIL INDUSTRIES LIMITED

(AN ISO 9001 & 14001 CERTIFIED COMPANY)

Corporate Office

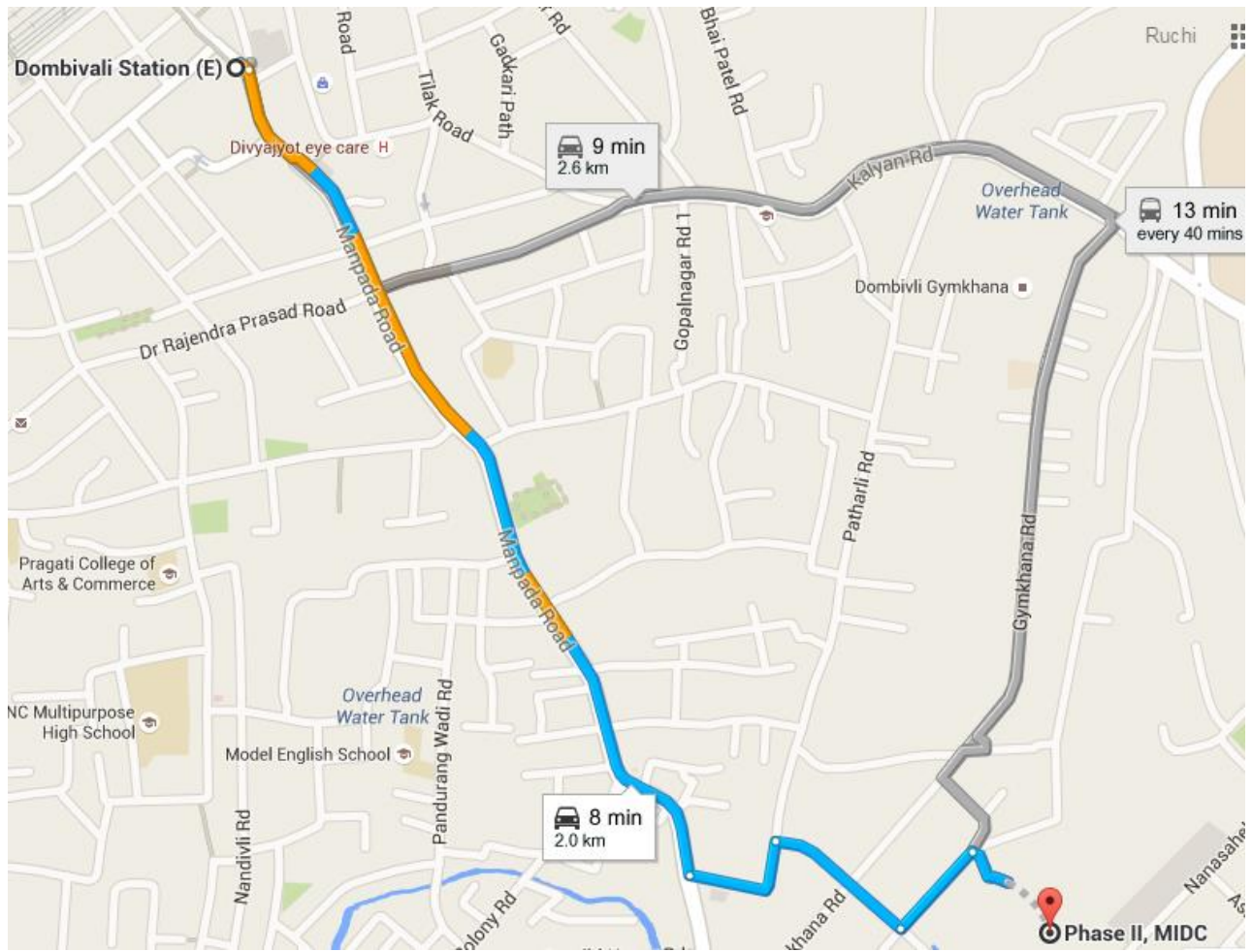
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Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	NIL	NIL	NIL	NIL
Number of shares held in the Company	NIL	3,22,000	13,600	NIL

**ON BEHALF OF THE BOARD
FOR SUNIL INDUSTRIES LIMITED**

**VINOD LATH
MANAGING DIRECTOR AND CHAIRMAN
DIN NO: 00064774
DATE: 14TH AUGUST, 2019
PLACE: DOMBIVLI**

Route Map of Annual General Meeting



Landmark: MIDC

Distance from Dombivli Railway Station: 2 Km