

# Sinnar Bidi Udyog Limited

**Registered Office:** Parekh Mahal, 2nd Floor, Room No. 62, Plot no. 8-9, Lady Jamshedji Road, Sakharam Keer Marg, Mahim, MUMBAI - 400 016

**Adm. Office :** 'Camel House' Nasik-Pune Road, Nasik-422011

**CIN-L16002MH1974PLC017734**

Ph.no. (0253) 2594231 (3 Lines) Fax : 2595698, website: sinnarbidi.com,

Email- [investor@sinnarbidi.com](mailto:investor@sinnarbidi.com)

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## NOTICE OF THE MEETING

Dear Member(s),

**NOTICE** is hereby given that an Extraordinary General Meeting of the members of Sinnar Bidi Udyog Limited will be held at Camel House, Nashik-Pune Road, Nashik 422011 on Wednesday, 06<sup>th</sup> March, 2019 at 11.00 A.M. to transact the following business:

### SPECIAL BUSINESS:

**1. Sub-division of Fully paid-up Equity Shares of the Company from Face Value of Rs. 10/- per share to Rs.5/- per share:**

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 (1) (d) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, each of the Fully paid-up Equity Share of the Company having a face value of Rs. 10/- each in the Authorized Share Capital of the Company be sub-divided into 2 (Two) Equity Shares having a face value of Rs. 5/- each.

**RESOLVED FURTHER THAT** upon the sub-division of the 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) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

**RESOLVED FURTHER THAT** the Company Secretary / one of the Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to file appropriate documents and e-forms with Registrar of Companies and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof to give effect to the aforesaid resolution."

**2. Alteration of the Capital Clause in the Memorandum of Association:**

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 13 read with Section 61 and 64 and other applicable provisions of the Companies Act, 2013, if any and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, the existing Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by the following:

V. The Authorized Share Capital of the Company is Rs. 20,00,000/- (Rupees Twenty Lacs only) divided into 4,00,000

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(Four Lacs) equity shares of Rs. 5/- (Rupees Five only) each with the rights, privileges and conditions, attaching thereto with the power to vary, modify or abrogate such rights, privileges and conditions as may be provided by the Articles of Association of the Company for the time being. The Company has power to increase and reduce the capital of the Company and to divide the shares in the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereof respectively such preferential, deferred, qualified or special rights, in accordance with the Articles of Association of the Company to vary, modify, or abrogate such rights, privileges and conditions in such manner as may for the time being be provided by the Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Company Secretary / any one of the Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to file appropriate documents and e-forms with Registrar of Companies and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof to give effect to the aforesaid resolution.”

### **3. Alteration of the Capital Clause in the Articles of Association:**

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 14 read with Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, which terms, conditions, amendments or modifications, the Board of Directors be and is hereby accord to amend the existing Clause no. 3 in the Articles of Association of the Company with the following:

3. The Authorised Share Capital of the Company shall be such amount and divided into such shares as may from time to time, be provided in clause V of the Memorandum of Association with power to classify or reclassify, 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 any preferential, deferred, qualified or special rights, privileges or condition 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 be for the time being provided by the Articles of Association of the Company and the legislative provisions for the time being in force.

**RESOLVED FURTHER THAT** the Company Secretary / any one of the Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to file appropriate documents and e-forms with Registrar of Companies and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof to give effect to the aforesaid resolution.”

**By order of the Board of Directors  
For Sinnar Bidi Udyog Limited**

**Sushil Ladda  
Company Secretary  
Place: Nashik  
Date: 29 January 2019**

# Sinnar Bidi Udyog Limited

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## Notes:

1. A member entitled to attend and vote at the Extraordinary General Meeting (EGM) may appoint a proxy to attend and vote on a poll instead of himself and a proxy need not be a member.
2. Authorised Representative of body corporate who is a registered equity shareholder of the Company may attend and vote at the meeting provided a certified copy of the resolution of the Board of Directors authorising such representative to attend and vote at the meeting on behalf of the body corporate is deposited at the registered office of the company.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto
4. The Register of Members and Share Transfer Book of the Company will remain closed from 1<sup>st</sup> March 2019 to 6<sup>th</sup> March 2019 (both days inclusive).
5. The Company has appointed M/s Link Intime India Private Limited, 247, Lal Bahadur Shastri Marg, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai, Maharashtra 400083 as its Share Transfer Agent (STA).
6. Members are requested to intimate immediately the changes if any, in their registered address to the Company or to the STA.
7. 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.
8. The company shall provide facility for voting through polling paper which shall be available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
9. Electronic copy of the Notice of the Extra Ordinary 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 Participant(s) 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 Extra Ordinary 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.
10. 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 of 27<sup>th</sup> February 2019. Members can cast their vote online from 3<sup>rd</sup> March 2019 (9:00 am IST) till 5<sup>th</sup> March 2019 (5:00 pm IST).

Note: e-Voting shall not be allowed beyond the said time.

11. The members receiving the notice in electronic mode are requested to print the Attendance slip and submit a duly filled in Attendance Slip at the venue of the EGM.
12. Members who have not registered their email address with the Company can now register the same with the company or the RTA i.e. Link Intime India Private Limited.
13. The SEBI has mandated the submission of the Permanent Account Number (PAN) and Bank account details by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN and Bank account details (a copy of the PAN card and original cancelled cheque leaf /attested bank passbook showing name of account holder) to their depository participant(s). Members holding shares in physical form are required to submit their PAN and Bank account details to the Registrar and Share Transfer Agents.
14. With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.

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15. Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Company's Registrar and Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon. Members are requested to use the share transfer form SH-4 for this purpose
16. In compliance with provisions of Section 108 of the Companies Act, 2013 (the "Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment, Rules 2015 (the "Rules") the Company is pleased to provide members facility to exercise their right to vote at the Extra-ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services provided by Link Intime India Pvt. Ltd. (LIPL) .

The facility for voting through polling paper shall also be made available at the venue of the EGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote may attend the meeting but shall not be entitled to cast their vote again at the EGM.

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## The instructions for e-voting are as under:

Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.

Click on "Login" tab, available under 'Shareholders' section.

Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".

Your User ID details are given below:

- a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
- b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
- c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company

2. Your Password details are given below:

If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	<b>For Shareholders holding shares in Demat Form or Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"><li>• Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.</li></ul>
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"><li>• Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).</li></ul>

If you are holding shares in demat form and had registered on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

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**If Shareholders holding shares in Demat Form or Physical Form have forgotten password:**

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

**NOTE:** The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIIP.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

3. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
4. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.  
Cast your vote by selecting appropriate option i.e. Favour/Against as desired.  
Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
5. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
6. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
7. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
8. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

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## ❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or Call us :- Tel : 022 - 49186000.

17. Mrs. Sujata Rajebahadur from M/s. Sujata R Rajebahadur, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

18. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.

19. The Results declared along with the Scrutinizers report shall be placed at the Company's website sinnarbidi.com and on the website of LIPL immediately after the results are declared by the Chairman and simultaneously communicated to the BSE and NSE.

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 (10:00 am to 5:00 pm) on all working days except Saturdays, up to and including the date of the Extra-ordinary General Meeting of the Company.

Important Note:

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Member / proxy needs to furnish the printed attendance slip/proxy form along with valid identity proof such as PAN card, passport, AADHAR card or driving license to enter into EGM hall. As Company is required to provide e-voting facility to its Members in terms of Section 108 of the Act read with Rule 20 of the Rules voting by show of hands will not be available to the Members at the Extra-ordinary General Meeting in view of further provisions of Section 107 read with Section 114 of the Act

**On behalf of Board of Directors,  
For Sinnar Bidi Udyog Limited**

**Sushil Ladda  
Company Secretary  
Place: Nashik  
Date: 29 January 2019**



# Sinnar Bidi Udyog Limited

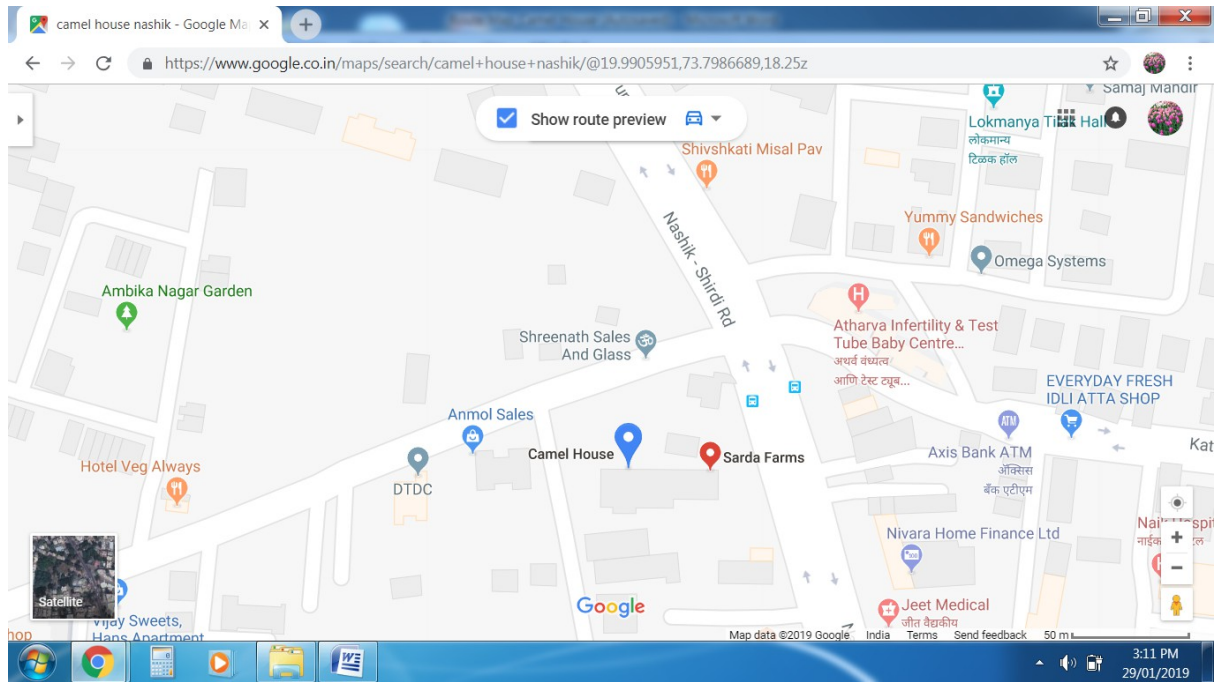
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## **PROXY FORM**

**Form No. MGT-11**

**Proxy form**

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management And Administration) Rules, 2014]**

CIN: **L16002MH1974PLC017734**  
Name of the Company: **SINNAR BIDI UDYOG LIMITED**  
Registered Office: **Parekh Mahal, 2nd Floor, Room No. 62, Plot no.8-9, Lady Jamshedji Road, Sakharam Keer Marg, Mahim, Mumbai Maharashtra INDIA 400016**

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Name of the Member (s):

Registered Address:

Email Id:

Folio No/ Client ID:

DP ID:

I/ We, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint

1. Name:

Address:

Email Id;

Signature: \_\_\_\_\_, or failing him

2. Name:

Address:

Email Id;

Signature: \_\_\_\_\_, or failing him

3. Name:

Address:

Email Id;

Signature: \_\_\_\_\_, or failing him

as my/ our proxy to attend and vote (on a poll) for me/ us and on my /our behalf at the Extra Ordinary General Meeting of the company, to be held on Wednesday 6<sup>th</sup> March 2019 and at any adjournment thereof in respect of such resolutions as are indicated below:

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Resolution No:

1 \_\_\_\_\_

2 \_\_\_\_\_

3 \_\_\_\_\_

Affix Revenue Stamp
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Signed this \_\_\_ day of \_\_\_ 20 \_\_\_

Signature of Shareholders

Signature of Proxy holders (s)

Note: This form of Proxy in order to be effective should be duly completed and deposited at the Office of the Company, not less than 48 hours before the Commencement of the Meeting.

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## ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional slip at the venue of the meeting

Registered Folio No./ DP ID/ Client ID	
No. of Shares held	
Name and Address of the Member(s)	
Joint Holder 1	
Joint Holder 2	

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the Extra Ordinary General Meeting of the Company to be held on Wednesday 6<sup>th</sup> March 2019 at Camel House, Nashik-Pune Road, Nashik 422011 at 11.00 a.m.

\_\_\_\_\_  
Member's/ Proxy's name in Block Letters

\_\_\_\_\_  
Signature of Shareholder/Proxy

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL.

EVSN (Electronic Voting Sequence Number)	Default PAN

\*Only Member who have not updated their PAN with Company / Depository Participant shall use default PAN in the Pan field.

Note: Please read the instructions printed in the Notice of **Extra Ordinary General Meeting of the Company to be held on** \_\_\_\_\_ **at** \_\_\_\_\_ **at** \_\_\_\_\_ **a.m.**. The voting module shall be disabled by CDSL for voting thereafter.