

SINNAR BIDI UDYOG LIMITED.

Registered Office: Parekh Mahal, 2nd Floor, Room No. 62, Plot no. 8-9, Lady Jamshedji Road,
Sakharam KeerMarg, 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

NOTICE OF THE MEETING

NOTICE IS HEREBY GIVEN THAT the 42nd Annual General Meeting of the members of Sinnar Bidi Udyog Limited will be held at 2, Gurukrupa Apartment, N.C.Kelkar Marg, Dadar(W),Mumbai-400028 on Wednesday 14th September, 2016 at 2.00 p.m. to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2016 and the reports of Board of Directors and Auditors thereon.
2. To appoint a director in place of Shri.B.S.Pawar (DIN:00155195), who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment of Auditors from the conclusion of this annual general meeting till the conclusion of next annual general meeting.

SPECIAL BUSINESS :

4. To consider and if thought fit, to pass the following resolution as an ordinary resolution:
RESOLVED THAT Laxminarayan Mohanlal Karwa (DIN:00333020) be and is hereby appointed as Director of the Company, liable to retire by rotation."
5. To consider and if thought fit, to pass the following resolution as a special resolution:
RESOLVED THAT pursuant to sections 149, 150, 152 and 161 and any other applicable provisions of Companies Act, 2013 and the rules made there under read with schedule IV of Companies Act, 2013, Mr. Rajendra Nemichand Tatiya, (DIN: 01126570) in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company for a term of five years from 14th September 2016 up to 14th September 2021 and whose office shall not be liable to retire by rotation."

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

Place: Nashik
Date: 13th August 2016

M.D.DESHPANDE
WTD & CFO
(DIN:00238917)

Notes:

1. A member entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote on a poll instead of himself and a proxy need not be a member.
2. The Register of Members and Share Transfer Book of the Company will remain closed from 7th September 2016 to 14th September, 2016 (both days inclusive).
3. The Company has appointed M/s Link Intime India Private Limited (earlier known as: Intime Spectrum Registry Ltd.), C-13, Pannalal Silk Mills Compounds, LBS Marg, Bhandup West, Mumbai 400 078 as its Share Transfer Agents.
4. Complete set of unabridged Financial Statements is available on the website of the Company. In accordance with Section 136 of the Companies Act, 2013 including Rule 10 of the Company (Accounts) Rules, 2014 the hard copies of Abridged Annual Report 2015-16 is being sent to all members. Any member interested in obtaining a copy of the full Annual Report, may write to the Company or the Registrar and Transfer Agent of the Company. The complete set of consolidated and stand alone financial statements is available for inspection at the registered office of the Company during working hours.
5. Members are requested to intimate immediately the changes if any, in their registered address.
6. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 relating to special business to be transacted at the annual general meeting in respect of Item Nos. 4 and 5 in the notice is attached with the Notice.
7. The instructions for remote e-voting are annexed to the Annual Report.
8. 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.
9. 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.
10. Electronic copy of the Notice of the 42ND 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 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 42ND 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.
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 AGM.
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 In Time India Private Limited.
13. The register of Directors and Key Managerial Personnel and their shareholdings maintained under section 170 of the Companies Act, 2013, the register of contracts or arrangements in which directors are interested under section 189 of the Companies Act, 2013 will be available for inspection at the Annual General Meeting.

EXPLANATORY STATEMENT

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 4: Mr. Laxminarayan Mohanlal Karwa was appointed as an additional director w.e.f. 30th June, 2016. Pursuant to section 161 of the Companies Act, 2013 he holds office till the ensuing Annual General Meeting. The Company has received a notice from him, signifying his candidature for the office of Director, in terms of section 160 of the Act alongwith requisite deposit of Rs.1,00,000/-. Therefore this ordinary resolution for the appointment of Director is placed before the members for their approval.

None of the Directors, Key Managerial personnel or their relatives, except Mr. Laxminarayan Mohanlal Karwa is interested in this resolution.

Item No. 5: Mr. Rajendra Nemichand Tatiya has a rich experience of Business Administration. He has been associated with the corporate sector since last 30 years. He is, in the opinion of the Board of Directors, a person of integrity and also possesses relevant expertise and experience to be an Independent Director of the Company.

Mr. Rajendra Nemichand Tatiya has been working in the Administration and legal field since past 30 years. He has special expertise in corporate Administration and legal matters.

Mr. Rajendra Nemichand Tatiya holds Directorship in other Company and does not hold any shares in Sinnar Bidi Udyog Limited.

The matter relating to the appointment of Mr. Rajendra Nemichand Tatiya as Independent Director was placed before the board, which recommends his appointment as an Independent Director for a term up to 14th September 2021. An independent director is not liable to retire by rotation.

In the opinion of the Board, Mr. Rajendra Nemichand Tatiya fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

Copy of the Consent letter received from Mr. Rajendra Nemichand Tatiya will 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.

Copy of the draft letter for appointment of Mr. Rajendra Nemichand Tatiya as an Independent Director will 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.

A notice along with requisite deposit has been received from a member proposing Mr. Rajendra Nemichand Tatiya as a candidate for the office of Director of the Company.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail guidance of Mr. Rajendra Nemichand Tatiya as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Rajendra Nemichand Tatiya as an Independent Director, for the approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are interested in this resolution.

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

M.D.Deshpande.
WTD & CFO

Date: 13th August 2016

Sinnar Bidi Udyog Ltd

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Newspaper Advertisement

Notice is hereby given that the company Sinnar Bidi Udyog Limited is providing the remote e voting facility for all the members who hold shares on the cut off date i.e 7th September 2016, for the resolutions to be passed at the 42nd Annual General Meeting of the company scheduled to be held on Wednesday, 14th September, 2016 at 2.00 pm at 2, Gurukrupa Apartment, N.C.Kelkar Marg, Dadar (W), Mumbai 400028.

Members are hereby informed that:

1. The remote e voting shall commence on 11th September, 2016 at 9.00 a. m. and end on 13th September, 2016 at 5.00 p.m. The remote e voting module shall be disabled by the CDSL thereafter.
2. The members who have acquired the shares and became members of the company after the dispatch of notice but before the cutoff date may obtain a login id and password by sending an email to investor@sinnarbidi.com
3. The company is providing the facility of voting through polling paper at the meeting. The 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.
4. The members who have already cast their votes through remote e voting may attend the Annual General Meeting but shall not be entitled to vote at the meeting.
5. The notice of the meeting has been placed on the website of the company at www.sinnarbidi.com, and on the website of CDSL at www.cdslindia.com
6. In case of any grievances relating to e voting, you may contact Mr. Qaiyyum Shaikh, Executive, at the administrative office of the company. Mail id: investor@sinnarbidi.com, Mobile: 9922401084 The members may also refer the e voting manual and instructions available on the website of CDSL or write an email to helpdesk.evoting@cdslindia.com

**By order of Board,
For Sinnar Bidi Udyog Limited.**

S/d

Mr. M.D.Deshpande

Whole Time Director and CFO.

SINNAR BIDI UDYOG LIMITED.

The instructions for shareholders voting electronically are as under:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 11th September 2016 at 9.00 am and ends on 13th September 2016 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 7th September 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha -numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip/ Address Sticker which is to be indicated in the PAN field.
DOB	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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant SINNAR BIDI UDYOG LIMITED on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take 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 same 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) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts 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.
- (xix) 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.