

# **Sinnar Bidi Udyog Ltd**

**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)

## **NOTICE OF MEETING**

**NOTICE** is hereby given that an Extra Ordinary General Meeting of Sinnar Bidi Udyog Limited will be held at Camel House, Nashik Pune Road, Nashik, Maharashtra- 422011 on Monday 30<sup>th</sup> March 2015 at 10.00 A.M. to transact the following business:

### **SPECIAL BUSINESS:**

#### **Item No 1:**

To Consider and if thought fit, to pass with or without modifications, the following resolution as an ordinary resolution:

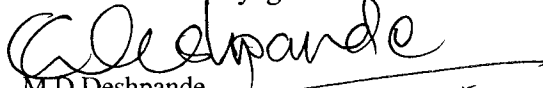
**“RESOLVED THAT** pursuant to sections 149, 150, 152 and 161 and any other applicable provisions of Companies Act, 2013 and the rules made there under read with schedule IV of Companies Act, 2013, Mr. Shirish Bansilal Shah, in respect of whom the Company has received a notice in writing from a member 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 30<sup>th</sup> March 2015 up to 29<sup>th</sup> March 2020 and whose office shall not be liable to retire by rotation.”

#### **Item No 2:**

To Consider and if thought fit, to pass with or without modifications, the following resolution as an ordinary 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. Dhanpal Motilal Shah, 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 30<sup>th</sup> March 2015 up to 29<sup>th</sup> March 2020 and whose office shall not be liable to retire by rotation.”

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

  
M.D. Deshpande.  
Director

Date: 4<sup>th</sup> March 2015  
Place: Nashik

### **NOTES:**

1. A member entitled to attend and vote at the Extra Ordinary General Meeting may appoint a proxy to attend and on poll to vote instead of himself and a proxy need not be member of the Company.
2. Explanatory Statement in respect of item No. 1 and 2 is attached with this Notice.
3. The Company has made available the facility of e-voting in respect of the resolutions contained in the notice of Extraordinary General Meeting. Instructions on e-voting are annexed to this notice.

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## **EXPLANATORY STATEMENT**

Explanatory Statement Pursuant To Section 102 of Companies Act 2013:

### **Item No. 1:**

Mr. Shirish Shah is a consultant in finance by profession. He has an experience in working 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.

In terms of Clause 49 of the listing agreement, following information of the independent director is given:

Mr. Shirish Shah is a commerce graduate, and has been working in the finance field since past 30 years. He has special expertise in corporate finance and accounts.

Mr. Shirish Shah does not hold any other directorship and does not hold any shares in Sinnar Bidi Udyog Limited.

As per the provisions of Section 149 of the Act, which has come into force with effect from 1st April, 2014, the Company is required to have at least one third of its total number of directors as independent directors. An independent director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation.

The matter relating to the appointment of Mr. Shirish Shah as Independent Director was placed before the board, which recommends his appointment as an Independent Director for a term up to 29<sup>th</sup> March 2020.

In the opinion of the Board, Mr. Shirish Shah 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. Shirish Shah 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. Shirish Shah 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. Shirish Shah 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. Shirish Shah as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Shirish Shah 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

### **Item No. 2:**

Mr. Dhanpal Shah is businessman by profession. He has an experience in real estate consultancy and land development. He in, the opinion of the Board of Directors is a person of integrity and also possesses relevant expertise and experience.

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In terms of Clause 49 of the listing agreement, following information of the independent director is given:

Mr. Dhanpal Shah is a commerce undergraduate, and has been in the real estate and land development business since past 25 years.

Mr. Dhanpal Shah is promoter of Sungrace Infrastructure Private Limited and holds the position of executive director of that Company.

Mr.Dhanpal Shah does not hold any shares in Sinnar Bidi Udyog Limited.

As per the provisions of Section 149 of the Act, which has come into force with effect from 1st April, 2014, the Company is required to have at least one third of its total number of directors as independent directors. An independent director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation.

The matter relating to the appointment of Mr. Dhanpal Shah as Independent Director was placed before the board, which recommends his appointment as an Independent Director for a term up to 29<sup>th</sup> March 2020.

In the opinion of the Board, Mr. Dhanpal Shah fulfills the conditions as 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. Dhanpal Shah 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.

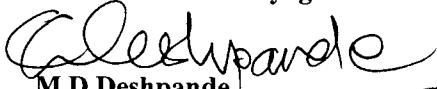
Copy of the draft letter for appointment of Mr. Dhanpal Shah as an Independent Director will be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

A notice along with requisite deposit has been received from a member proposing Mr. Dhanpal Shah 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. Dhanpal Shah as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Dhanpal Shah 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.**  
**Director**

**Date: 4<sup>th</sup> March 2015  
Place: Nashik**

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## E Voting Instructions--

The instructions for members for voting electronically are as under:

In case of members receiving e-mail:

(i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)

(ii) Click on "Shareholders" tab.

(iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"

(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](http://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*	<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>* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</p> <p>* In case the folio 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 folio number 100 then enter RA00000100 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 the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.</p>

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(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen.

However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(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 <Company Name> 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.

(ivx) 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 changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

\* Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.

\* They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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\* After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

\* The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

\* They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

## **In case of members receiving the physical copy:**

(A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(B) The voting period begins on 23<sup>rd</sup> March 2015 at 10.00 am and ends on 24<sup>th</sup> March 2015 at 6.00 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 2nd August 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

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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 - 400 016

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

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..2..

as my/ our proxy to attend and vote (on a poll) for me/ us and on my /our behalf at the \_\_\_\_\_ Annual General Meeting / Extraordinary General Meeting of the company, to be held on the \_\_\_ day of \_\_\_ at \_\_\_ A.M. / P.M. At \_\_\_\_\_ (Place) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:

- 1 \_\_\_\_\_
- 2 \_\_\_\_\_
- 3 \_\_\_\_\_

Affix  
Revenue  
Stamp

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 Registered Office of the Company, not less than 48 hours before the Commencement of the Meeting.