

Ref No: SEC/SGX/2018-19
August 20, 2018

Market Control Securities
Operations Group
Singapore Exchange Securities Trading Limited
4, Shenton way
19 – 00 SGX Centre 1
Singapore 068804.

Dear Sir,

Sub.: Notice of 87th Annual General Meeting of the Members of the Company.

Ref: US\$ 110 million, step down convertible bonds due in 2022 (“Bonds”) listed on the Singapore Exchange Securities Trading Limited.

Dear Sir/Madam,

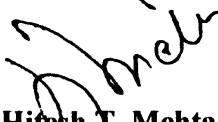
The Notice calling the 87th Annual General Meeting of the members of the Company scheduled to be held on Monday, the 17th September, 2018 at 11.30 a.m. at the registered office of the Company situated at Kalol (N.G.) – 382 721, Dist. Gandhinagar, Gujarat, containing the businesses to be transacted thereat, is attached herewith.

As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is providing to its Members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The Instructions for e-voting are mentioned in the said Notice.

Kindly take the same on your records.

Thanking you.

Yours faithfully,
For SINTEX INDUSTRIES LIMITED


Hitesh T. Mehta
Company Secretary



Encl : As Stated

SINTEX INDUSTRIES LIMITED

Regd. Office : Kalol-382 721, Dist. Gandhinagar, Gujarat, India.
Ph: +91-2764-253000, Fax : +91-2764-222868 Email : bvm@sintex.co.in
CIN : L17110GJ1931PLC000454

www.sintex.in



SINTEX INDUSTRIES LIMITED

CIN: L17110GJ1931PLC000454

Registered Office: Kalol (N.G.) – 382 721, Dist: Gandhinagar, Gujarat, India.

Phone No.: +91-2764-253000, Fax No.: +91-2764-222868,

E-mail: share@sintex.co.in, Web site: www.sintex.in

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 87TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF SINTEX INDUSTRIES LIMITED WILL BE HELD AS SCHEDULED BELOW:

DATE : 17th September, 2018

DAY : Monday

TIME : 11.30 a.m.

PLACE : Registered Office: Kalol (N.G.) – 382 721, Dist: Gandhinagar, Gujarat, India.

to transact the following Businesses:-

ORDINARY BUSINESS:

- (1) To receive, consider and adopt;
 - (a) the audited financial statement of the Company for the financial year ended March 31, 2018, the Reports of the Board of Directors and the Auditors of the Company thereon.
 - (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 and Reports of the Auditors of the Company thereon.
- (2) To declare a dividend on equity shares of the Company.
- (3) To appoint a Director in place of Mr. Arun P. Patel, (DIN : 00830809), liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

- (4) Re-appointment of Mr. Rahul A. Patel, as Managing Director (Group) of the Company

To consider and if thought fit, to give your assent / dissent to the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 2(54), 2(78), 196, 197, and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and

subject to such consents and permissions, as may be required, approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Rahul A. Patel (DIN: 00171198) as Managing Director (Group) of the Company for a period of five (5) years commencing from October 21, 2018, on the remuneration, terms and conditions as recommended by the Nomination and Remuneration Committee and as set out in the explanatory statement annexed to the notice.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr. Rahul A. Patel including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee, from time to time, as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.”

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

- (5) Re-appointment of Mr. Amit D. Patel, as Managing Director (Group) of the Company

To consider and if thought fit, to give your assent / dissent to the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 2(54), 2(78), 196, 197, and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial

Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such consents and permissions, as may be required, approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Amit D. Patel (DIN: 00171035) as Managing Director (Group) of the Company for a period of five (5) years commencing from October 21, 2018, on the remuneration, terms and conditions as recommended by the Nomination and Remuneration Committee and as set out in the explanatory statement annexed to the notice."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr. Amit D. Patel including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee, from time to time, as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013."

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

(6) To approve Employee Stock Option Scheme

To consider and if thought fit, to give your assent / dissent to the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62(1) (b) and all other applicable provisions of the Companies, Act, 2013 (the "Act") read with rules framed thereunder and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI ESOP Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with circulars / guidelines issued by Securities and Exchange Board of India ("SEBI"), the Memorandum of Association and Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable regulations, rules and circulars / guidelines in force, from time to time and subject to any approval(s) of any authorities as may be required or condition(s) or modification(s), if any, as may be prescribed or imposed by such authorities while granting such approval(s) and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include the Nomination and Remuneration Committee constituted by the Board or any other Committee as may be constituted by the Board for the purpose), the consent of the members of the Company be and is hereby accorded to the Company to implement Sintex Industries Limited- Employee Stock Option

Plan – 2018 ("Sintex ESOP 2018") and to the Board to create, grant, vest and allot, from time to time and in one or more tranches, under Sintex ESOP 2018, a maximum of 30,00,000 (Thirty Lakhs) Employee Stock options (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) exercisable into 30,00,000 (Thirty Lakhs) equity shares of face value of Re. 1/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) for the benefit of present and future permanent employees of the Company, whether working in India or outside India and director(s), whether whole time director or not but excluding independent directors, whether working in India or outside India of the Company (excluding an employee who is a promoter or a person belonging to the promoter group or a director(s) who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company), as may be decided by the Nomination and Remuneration Committee, hereinafter collectively referred to as "Eligible Employee(s)" of the Company, where each such option would be exercisable for one equity share of a face value of Re.1/- each fully paid-up on payment of the requisite exercise price to the Company, at such price and on such terms and conditions as may be determined by the Board in its absolute discretion and in accordance with the SEBI ESOP Regulations or other applicable provisions of any law, as may be prevailing at that time."

"RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company under Sintex ESOP 2018 shall rank pari – passu inter-se in all respects with the then existing Equity Shares of the Company for all purposes."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to devise, formulate, evolve, decide upon and bring into effect Sintex ESOP 2018 as per the terms approved in this resolution and at any time to modify, alter or amend the said terms or suspend, withdraw or terminate Sintex ESOP 2018, subject to compliance with the SEBI ESOP Regulations and other applicable laws, rules and regulations, as may be prevailing at that time."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Equity Shares to be allotted under Sintex ESOP 2018 on the Stock Exchanges, where the equity shares of the Company are listed as per the provisions of the Listing Regulations and other applicable laws, rules and regulations."

“RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary for the effective implementation and administration of the Sintex ESOP 2018 and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.”

- (7) Appointment of Mr. Vimal R. Ambani as an Independent Director of the Company

To consider and if thought fit, to give your assent / dissent to the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Vimal R. Ambani (DIN : 00351512) , who was appointed as an Additional Independent Director w.e.f. 12th January, 2018 and who qualifies for being appointed as an Independent Director and in respect of whom, the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office till the conclusion of the 90th Annual General Meeting of the Company in the calendar year 2021.”

- (8) Appointment of Ms. Maitri Mehta as an Independent Director of the Company

To consider and if thought fit, to give your assent / dissent to the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time

being in force), Ms. Maitri Mehta (DIN: 07549243), who was appointed as an Additional Independent Director w.e.f. 30th October, 2017 and who qualifies for being appointed as an Independent Director and in respect of whom, the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office till the conclusion of the 90th Annual General Meeting of the Company in the calendar year 2021.”

- (9) Appointment of Mr. Sunil Kumar Kanojia as an Independent Director of the Company

To consider and if thought fit, to give your assent / dissent to the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Sunil Kumar Kanojia (DIN: 00490259), who was appointed as an Additional Non-Executive Director w.e.f. 30th October, 2017 and re-designated as an Additional Independent Director w.e.f. 8th May, 2018 and who qualifies for being appointed as an Independent Director and in respect of whom, the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office till the conclusion of the 90th Annual General Meeting of the Company in the calendar year 2021.”

- (10) Appointment of Mr. Gagan Deep Singh as Non-Executive Director of the Company

To consider and if thought fit, to give your assent / dissent to the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Gagan Deep Singh (DIN: 01895911), who was appointed as an Additional Director w.e.f. 8th May, 2018 and who holds office as such upto the date of ensuing Annual General Meeting in terms of Section 161 of the Act and in respect of whom, the Company has received a notice in writing under Section 160 of the Act from a member

proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, who shall be liable to retire by rotation."

- (11) To consider payment of Commission to Non-Executive Directors and Independent Directors of the Company.

To consider and if thought fit, to give your assent / dissent to the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 read with provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, in addition to the sitting fees being paid/payable for attending the meetings of the Board of Directors of the Company and its Committees thereof, the Company be and is hereby authorised to pay to its Directors (other than the Managing Directors of the Company) with effect from the financial year ended on March 31, 2018 for a period of three (3) years, such commission as the Board of Directors may from time to time determine (to be divided amongst them in such proportion as may be determined by the Board of Directors from time to time) but so that such commission shall not exceed 1% (One percent) of the net profits of the Company in any financial year (computed in the manner provided in Section 198 of the Companies Act, 2013), subject to a maximum amount of Rs. 25,00,000/- (Rupees Twenty Five Lakhs only) per annum plus GST at applicable rate per Director."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do such acts, deeds

and things as may be necessary and incidental to give effect to this resolution."

- (12) To ratify Cost Auditors' Remuneration.

To consider and if thought fit, to give your assent / dissent to the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder, as amended from time to time, the Company hereby ratifies the remuneration of ₹ 6,00,000/- (Rupees Six Lakhs only) plus applicable GST per financial year payable to M/s. Shah Mehta & Co., Cost Accountants, Ahmedabad (FRN: 001024), as recommended by the Audit Committee and appointed as the Cost Auditors of the Company to conduct the audit of the Cost Records of the Company for the Financial year 2017-18 and 2018-19 and as set out in the Statement annexed to the Notice convening this Meeting."

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

By Order of the Board of Directors

Registered Office:
Kalol (N.G.) – 382 721
Dist : Gandhinagar, Gujarat, India

Hitesh T. Mehta
Company Secretary

Date : 17th July, 2018

Notes :

- a) **A MEMBER entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.

A Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Act is requested to send to the company a certified copy of the Board Resolution authorizing such representative to attend and vote on their behalf at the Meeting.

- b) The relative Explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013, in respect of special business under item No. 4 to 12 are annexed hereto.
- c) The Register of Members and Share Transfer Books will remain closed from 08.09.2018 to 17.09.2018 (both days inclusive).
- d) Subject to the provisions of Section 126 of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the Annual General Meeting, will be dispatched/ remitted commencing on or from 21.09.2018.

- e) All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection by the Members and such documents shall be so made available for inspection in physical or in electronic form at the registered office of the Company on all working days during normal business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by Members at the Meeting.
- f) Members of the Company had approved the appointment of M/s Shah & Shah Associates, (FRN 113742W), Chartered Accountants, Ahmedabad, as the Statutory Auditors at the 83rd AGM of the Company held on August 1, 2014 which is valid till 88th AGM of the Company. In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM.
- g) In terms of the provisions of Section 124 of the Companies Act, 2013, the amount of dividend not encashed or claimed within 7 (seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund established by the Government.
- h) **As per SEBI amendment regulations dated 8th June, 2018, securities of listed companies can be transferred only in dematerialised form w.e.f. 5th December, 2018. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise shares held by them in physical form.**
- i) Members who have neither received nor encashed their dividend warrant(s) for the financial years 2010-11 upto 2016-17, are requested to write to Company's Registrar & Share Transfer Agent, Link Intime India Pvt. Ltd., 506 to 508, Amarnath Business Centre – 1 (ABC-1), Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off C G Road, Ellisbridge, Ahmedabad - 380006, Gujarat mentioning the relevant Folio number or DP ID and Client ID, for issuance of duplicate/revalidated dividend warrant(s).
- j) Members holding shares in physical form are requested to promptly notify in writing any changes in their address/bank account details to Company's Registrar & Share Transfer Agent, Link Intime India Pvt. Ltd., 506 to 508, Amarnath Business Centre – 1 (ABC-1), Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off C G Road, Ellisbridge, Ahmedabad - 380006, Gujarat. Members holding shares in electronic form are requested to notify the changes in the above particulars, if any, directly to their Depository Participants (DP).
- k) Copies of the Annual Report 2017-18 are being sent through electronic mode to such Members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes. For Members whose email addresses are not available with the Company, physical copies of the Annual Report 2017-2018 are being sent pursuant to provisions of the Companies Act, 2013. Members are requested to support Green initiative by registering/updating their e-mail addresses with the Depository participant(s) (in case of shares in dematerialized form) or with Link Intime India Pvt. Ltd. (in case of shares held in physical form).
- l) A Route map showing directions to reach the venue of the 87th AGM is given at the end of this Notice as per the requirement of Secretarial Standard-2 on "General Meeting"
- m) Voting through Electronic means :
- Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and sub clause (1) & (2) of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be passed in the Annual General Meeting by electronic means. The Members may cast their votes using an electronic voting system through remote e-voting services provided by Central Depository Services (India) Limited (CDSL) from a place other than the venue of the Meeting.
 - The Members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 - The Company has engaged the services of CDSL as the Agency to provide remote e-voting facility.
 - The Board of Directors of the Company has appointed M/s. M. C. Gupta & Co., Company Secretaries, (Membership No. FCS :2047) (Address : 703, Mauryansh Elanza, Nr. Parekh's Hospital, Shyamal Cross Roads, Ahmedabad - 380015) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - The Members, whose names appear in the Register of Members / List of Beneficial Owners as on 10.09.2018 (cut – off date), are entitled to vote on the resolutions set forth in this Notice.

PROCEDURE FOR E-VOTING:

The instructions for Members voting electronically are as under:

- (i) The voting period begins on 14.09.2018 (10:00 a.m.) and will end on 16.09.2018 (5:00 p.m.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 10.09.2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. A person who is not a member as on cut-off date should treat this Notice for information purpose only.
- (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) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(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 <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.

(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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also use Mobile app - "m - Voting" for e voting . m - Voting app is available on Apple , Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com 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, user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com,

under help section or write an email to helpdesk.evoting@cdslindia.com.

General Instructions:

- i. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 10.09.2018.
- ii. Members can opt for only one mode of voting, i.e., either by remote e-voting or physical poll. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical poll will be treated as invalid.
- iii. Members who do not have access to remote e-voting facility have been additionally provided the facility of voting through Ballot paper 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 at the Meeting.
- iv. The Scrutinizer shall immediately after the conclusion of voting at the Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting and make not later than three days 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 authorized by him in writing, who shall countersign the same.
- v. The result of the voting on the Resolutions at the Meeting will be announced by the Chairman or any other person authorized by him forthwith on receipt of the Scrutinizer's Report. In case of queries/grievances connected with e-voting, Members/Beneficial owners may contact CDSL at e-mail -helpdesk.evoting@cdslindia.com.

The results declared will also be placed on the Company's website and communicated to the Stock Exchanges.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013.

Item Nos. 4 & 5

Mr. Rahul A. Patel and Mr. Amit D. Patel were re-appointed as the Managing Directors (Group) of the Company for a period of five years w.e.f. 21st October, 2013 at the 82nd Annual General Meeting of the Company held on 30th September, 2013.

The tenure of re-appointment of both Mr. Rahul A. Patel and Mr. Amit D. Patel, is due for completion on 20th October, 2018.

Both Mr. Rahul A. Patel and Mr. Amit D. Patel have been associated with the Company since 1993 and are holding the Office of Whole Time Directors/Managing Directors of the Company for the last 25 years and have vast experience to their credit in the Management of the Company. They have contributed significantly in the organic and inorganic growth and development of the Company by way of several acquisitions, domestic as well as internationally, in the several years. The Company has also achieved considerable progress and made rapid strides and reached at this level of profitability, due to efficient manner in which the affairs of the Company are being

carried out by them. The Company is having the benefits of their valuable services since long. In view of this and also in view of their contribution to the progress and development of the Company, the Board of Directors has at its meeting held on 17th July, 2018 subject to the approval of the Members, re-appointed them as Managing Directors (Group) for a further period of five (5) years w.e.f. 21st October, 2018, at remuneration recommended by the Nomination and Remuneration Committee of the Board at its meeting held on 17th July, 2018.

Subject to the overall ceiling laid down in the Companies Act, 2013 read with Schedule V to the Companies Act, 2013, each of Managing Directors (Group), Mr. Rahul A. Patel and Mr. Amit D. Patel will receive the following remuneration as Managing Directors (Group) of the Company with effect from 21st October, 2018:

Salary & Perquisites	₹ 16,00,000/- per month (including salary and perquisites but excluding commission) The aggregate of perquisites not to exceed ₹ 84,00,000/- per annum, as mutually decided. Perquisites shall include contribution to Provident Fund and Superannuation Fund, Gratuity not exceeding half month salary for each completed year of service, encashment of leave at the end of tenure, in the computation of the ceiling on the remuneration. The Company shall provide a car with driver and telephone at residence. Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Managing Director (Group).
Commission	Over and above the salary and Perquisites, Commission of such amount as may be decided by the Board of Directors of the Company in its absolute discretion be paid to the Managing Director (Group) for each financial year, such that overall remuneration shall not exceed 2.5% of the Company's Net Profit, subject to the overall ceiling laid down in Sections 197 & 198 of the Companies Act, 2013 or such other higher limits as may be permissible under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or other applicable laws, from time to time.

The Managing Directors (Group) so long as they function as such, shall not be paid any sitting fees for attending the meetings of the Board or Committees thereof.

In the event of inadequacy or absence of the profits of the Company in any financial year, the Managing Directors (Group) shall be paid, the salary and perquisites as admissible under Section II of Part II of Schedule V to the Companies Act, 2013.

Mr. Rahul A. Patel and Mr. Amit D. Patel satisfy all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 and also conditions set out under Section 196(3) of the Companies Act, 2013 for being eligible for their re-appointment. They are not disqualified from being re-appointed as Directors in terms of Section 164 of the Companies Act, 2013. They shall be liable to retire by rotation and said retirement by rotation shall not be construed as break in terms of their re-appointment.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Rahul A. Patel and Mr. Amit D. Patel under Section 190 of the Companies Act, 2013.

Details of Mr. Rahul A. Patel and Mr. Amit D. Patel are provided in the "Annexure" to the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Amit D. Patel, Mr. Dinesh B. Patel, Chairman, relative of Mr. Amit D. Patel, Mr. Rahul A. Patel and Mr. Arun P. Patel, Vice Chairman, relative of Mr. Rahul A. Patel, are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 4 & 5 of the Notice.

Your Directors, therefore, recommend the resolution set out at item Nos. 4 & 5 of the accompanying Notice for the approval of Members.

Item No. 6

Stock Options are an effective instrument to attract, reward and retain the talented and key Employees in the Company. They also create a sense of ownership and participation amongst the employees of the Company and achieve sustained growth of the Company by creation of shareholder value by aligning the interests of the employees with that of the Organization.

The Board of Directors, keeping in view of the above mentioned objectives, at their meeting held on 17th July, 2018 formulated Sintex Industries Limited-Employee Stock Option Plan- 2018 ("Sintex ESOP 2018") for the present and/or future permanent employees of the Company (hereinafter referred to as 'employees' or 'said employees') in accordance with the applicable laws.

The scheme will be implemented through direct route and the Board in its meeting has designated the Nomination and Remuneration Committee as Compensation Committee for the purpose of administration and implementation of Sintex ESOP 2018.

In terms of the provisions of Securities and Exchange Board of India

(Share Based Employee Benefits) Regulations, 2014 and Section 62(1) (b) and other applicable provisions of the Companies Act, 2013 and rules framed thereunder, issue of equity shares to the employees of the Company requires an approval of the existing Members by way of a Special Resolution and accordingly, the Special Resolution at Item No. 6 seeks your approval for the further issue of Equity Shares under the Sintex ESOP 2018, to the employees of the Company, as may be determined by the Nomination and Remuneration Committee.

The Salient features of the Sintex ESOP 2018 as per Regulation 6(2) of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 are as follows:

a) Brief description of the Scheme

The Scheme shall be called as the "Sintex Industries Limited-Employee Stock Option Plan – 2018 or "Sintex ESOP 2018" and shall extend its benefits to the present and/or future permanent employees of the Company, in accordance with the applicable laws.

The scheme will be implemented via Direct Route wherein the Company will allot fresh Equity Shares of the Company to the Employees upon successful exercise of their vested options.

b) Total Number of Options to be granted

The maximum number of Options to be granted under Sintex ESOP 2018 shall not exceed 30,00,000 (Thirty Lakhs) options convertible into equal number of Equity Shares of the Company of face value Re. 1/- each.

c) Identification of classes of employees entitled to participate and be beneficiaries in Scheme.

- i. a permanent employee of the company who has been working in India or outside India; or
- ii. a director of the company, whether a whole time director or not but excluding an independent director;

but does not include:

- i. an employee who is a promoter or a person belonging to the promoter group; or
- ii. a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company or to subscribe to such number of equity shares and / or equity linked instruments which would give rise to issue of equity shares.

d) Requirement of Vesting and period of Vesting

The options granted shall vest within such period as may be

determined by the Nomination and Remuneration Committee from time to time based on the performance of the Employee. However, in any case, the Vesting Period shall not be less than 1 (one) year from the date of grant of options. Vesting may happen in one or more tranches. The specific Vesting schedule and Vesting conditions subject to which Vesting would take place would be outlined in the document given to the Option Grantee at the time of Grant of Options.

e) Maximum period within which the options shall be vested

The options granted under Scheme shall vest within such period as may be decided by the Nomination and Remuneration Committee based on the performance of the Employee. Vesting of Options would be subject to continued employment with the Company, or as the case may be, on the date of vesting.

f) Exercise Price or pricing formula

Exercise price or the formula for arriving at the exercise price shall be as determined by the Nomination & Remuneration Committee.

g) Exercise Period and process of exercise

The Employee Stock Options granted may be exercised by the Option Grantee within a maximum period of One Year from the date of last vesting of the Options. The mode and manner of the Exercise of the Options shall be communicated to the employees individually. On exercise of the Options, the employee shall forthwith pay to the Company the price which includes the grant price and applicable taxes. The options shall lapse if not exercised within the specified exercise period.

h) Appraisal process for determining the eligibility of the employees

The process for determining the eligibility of the employees will be specified by the Nomination and Remuneration Committee and will be based on designation, period of service, band, performance linked parameters such as work performance and such other criteria as may be determined by the Nomination and Remuneration Committee at its sole discretion, from time to time. In case of performance linked stock options, the number of vested stock options may vary from the original number of stock options granted.

i) The Maximum number of Options to be granted per employee and in aggregate

The maximum number of Options that can be granted to any eligible Employee during any one-year shall not be equal to or exceed 1% of the issued equity share capital (excluding outstanding warrants and conversions) of the Company at the time of grant of Options. The Nomination and Remuneration Committee may decide to grant such number of options

equal to or exceeding 1% of the issued capital to any eligible Employee as the case may be, subject to the separate approval of the Members in a general meeting.

The maximum number of options to be granted under Sintex ESOP 2018 shall not exceed 30,00,000 (Thirty Lakhs) options.

j) Maximum quantum of benefits to be provided per employee

The maximum quantum of benefit that will be provided to every eligible Employee under Sintex ESOP 2018 will be the difference between the Market value of Company's Share on the Stock Exchange as on the date of exercise of options and the Exercise Price paid by the employee to the Company.

k) Implementation and administration of the scheme

The scheme shall be implemented by Direct Route and administered by the Nomination and Remuneration Committee of the Company.

l) Whether the scheme involves new issue of shares by the company or secondary acquisition by the Trust or both.

The scheme is implemented by direct route, wherein the Company will allot fresh Equity Shares of the Company to its Employees, who successfully exercises their vested options.

m) The amount of loan to be provided for implementation of the scheme by the company to the trust, its tenure, utilization, repayment terms, etc.;

Not Applicable

n) The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme.

Not Applicable

o) Disclosure and Accounting Policies:

The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 or as may be prescribed by regulatory authorities from time to time.

p) The method which the Company shall use to value its Options.

The Company will adopt the fair value method to value the options granted under the Scheme or such other valuation as may be decided by the Board / Nomination and Remuneration Committee.

q) Statement with regard to Disclosure in Director's Report

As the company is adopting fair value method, presently there

is no requirement for disclosure in Director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.'

r) Certificate from Statutory Auditors:

The Statutory Auditor's certificate as required under Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 will be made available for inspection at the Registered Office of the Company between 10:00 a.m. to 1:00 p.m. on all working days (excluding Saturday, Sunday and Holidays) till the date of Annual General Meeting and also at the said meeting.

In terms of Section 62 of the Companies Act, 2013 and Regulation 6(1) of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the approval of the Shareholders is sought by way of Special Resolution for the approval of the "Sintex ESOP 2018" and issuance of shares under this Scheme.

A Copy of the draft (Sintex Industries Limited - Employee Stock Option Plan- 2018) will be available for inspection on all working days (excluding Saturday, Sunday and Holidays) between 10.00 a.m. to 1.00 p.m. at the Registered Office of the Company till the date of Annual General Meeting and also at the said meeting.

None of the Directors, Key Managerial Personnel of the Company, and any relatives of such Director, Key Managerial Personnel are in anyway concerned or interested in the resolution financially or otherwise except to the extent of Equity Shares held by them in the Company or the options to be granted under the Scheme.

The Board recommends passing of the resolution(s) as set out under Item No. 6 for approval of the members as special resolution.

Item No. 7

Mr. Vimal R. Ambani, aged 57 years, was appointed as an Additional Director of the Company in the category of Non-Executive Independent Director w.e.f January 12, 2018.

He holds Bachelor of Engineering and Master of Business Administration Degrees. He has more than 32 years of experience in marketing, production, finance, accounts and manpower management. He is a member of Nomination and Remuneration Committee of the Company. Based on the recommendation of

the Nomination and Remuneration Committee, the Board of Directors has proposed that Mr. Vimal R. Ambani be appointed as an Independent Director on the Board of the Company to hold office till the conclusion of the 90th Annual General Meeting of the Company in the calendar year 2021.

In the opinion of the Board, Mr. Vimal R. Ambani fulfils the conditions specified in Section 149 (6) read with Schedule IV to the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Mr. Vimal R. Ambani is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. The Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Vimal R. Ambani for the office of Independent Director of the Company.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Vimal R. Ambani as an Independent Director.

Details of Mr. Vimal R. Ambani are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Vimal R. Ambani are concerned or interested, financially or otherwise, in the resolution set out at Item No.7.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the Ordinary Resolution set out at Item No.7 of the Notice for approval by the Members.

Item No. 8

Ms. Maitri Mehta, aged 36 years, was appointed as an Additional Director of the Company in the category of Non-Executive Independent Director w.e.f. October 30, 2017. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Ms. Maitri Mehta be appointed as an Independent Director on the Board of the Company to hold office till the conclusion of the 90th Annual General Meeting of the Company in the calendar year 2021.

Ms. Maitri Mehta is a fellow member of the Institute of Cost Accountants of India and holds Master of Business Administration (Finance) Degree from K. S. School of Business Management. She

has rich experience in providing advisory services in the fields of taxation, cost accounting, corporate and regulatory matters. She is a member of Audit Committee of the Company.

In the opinion of the Board, Ms. Maitri Mehta fulfils the conditions specified in Section 149 (6) read with Schedule IV to the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. Ms. Maitri Mehta is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director. The Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Ms. Maitri Mehta for the office of Independent Director of the Company.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Maitri Mehta as an Independent Director.

Details of Ms. Maitri Mehta are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Ms. Maitri Mehta are concerned or interested, financially or otherwise, in the resolution set out at Item No.8.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the Ordinary Resolution set out at Item No.8 of the Notice for approval by the Members.

Item No. 9

Mr. Sunil Kumar Kanojia, aged 56 years, holds Master of Business Administration Degree from the Indian Institute of Management, Ahmedabad and Graduate in engineering degree. He has more than 23 years of experience in marketing, production, finance, accounts and manpower management.

Mr. Sunil Kumar Kanojia was appointed as an Additional Non-Executive Director w.e.f. October 30, 2017. The Board of Directors of the Company has re-designated Mr. Sunil Kumar Kanojia as an Additional Independent Director of the Company w.e.f. 8th May, 2018 to hold office upto the next Annual General Meeting. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Mr. Sunil

Kumar Kanojia be appointed as an Independent Director on the Board of the Company to hold office till the conclusion of the 90th Annual General meeting of the Company in the calendar year 2021.

In the opinion of the Board, Mr. Sunil Kumar Kanojia fulfils the conditions specified in Section 149 (6) read with Schedule IV to the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the Management. Mr. Sunil Kumar Kanojia is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. The Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Sunil Kumar Kanojia for the office of Independent Director of the Company.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Sunil Kumar Kanojia as an Independent Director.

Details of Mr. Sunil Kumar Kanojia are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Sunil Kumar Kanojia are concerned or interested, financially or otherwise, in the resolution set out at Item No.9.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the Ordinary Resolution set out at Item No.9 of the Notice for approval by the Members.

Item No. 10

Mr. Gagan Deep Singh, aged 52 years, was appointed as an Additional Director w.e.f 8th May, 2018. He holds Master of Business Administration Degree and Bachelor of engineering, Mechanical degree. He has more than 28 years of experience in managing and spearheading turnaround management initiatives.

In accordance with the provisions of Section 152 of the Companies Act, 2013, appointment of Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Mr. Gagan Deep Singh be appointed as the Non-Executive Director of the Company, who shall be liable to retire by rotation.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Gagan Deep Singh as Non-Executive Director.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Gagan Deep Singh for the office of Director of the Company. Mr. Gagan Deep Singh is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Details of Mr. Gagan Deep Singh are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Gagan Deep Singh are concerned or interested, financially or otherwise, in the resolution set out at Item No. 10.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the Ordinary Resolution set out at Item No.10 of the Notice for approval by the Members.

Item No. 11

The Non-Executive Directors and the Independent Directors of your Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as marketing, corporate strategy, information systems and finance.

In view of the time spent and the responsibilities undertaken by the Non-Executive Directors and Independent Directors of the Company, it is felt that the remuneration by way of Commission should be paid to them. Your approval is being sought in order to encourage the Non-Executive Directors for their active participation in the Meetings of the Board and/or Committees thereof and to attract their best professional expertise and talent accentuated for the growth of the Company.

The payment of commission on profits is proposed with effect from the financial year ended on March 31, 2018 for a period of three (3) years at a rate not exceeding 1% (one per cent) of the net profits of the Company in any financial year (computed in the manner provided in Section 198 of the Companies Act, 2013), subject to a maximum amount of Rs. 25,00,000/- (Rupees Twenty Five Lakhs only) per annum plus GST at applicable rate per director.

All the Non-Executive Directors and the Independent Directors of the Company are concerned or interested financially or otherwise in the resolution because the resolution relates to payment of commission to them. Mr. Rahul A. Patel and Mr. Amit D. Patel, Managing Directors (Group) of the Company, who are Key Managerial Personnel (KMP) are also concerned or interested in the resolution because the resolution relates to the payment of commission to their relatives. Save and except these persons and their relatives, no KMP of the Company or their relatives are, in any way, concerned with or interested in, financially or otherwise, in the resolution set out at Item No. 11.

The Board recommends the Resolution set out at Item No. 11 of the Notice for approval by the Members.

Item No. 12

Pursuant to Section 148(3) of the Companies Act, 2013, M/s. Kiran J. Mehta & Co., Cost Accountants, Ahmedabad were appointed as the Cost Auditors of the Company for financial year 2017-18 by the Board of Directors. However, due to resignation of M/s. Kiran J. Mehta & Co., as the Cost Auditor of the Company, the Board of Directors of the Company appointed M/s. Shah Mehta & Co., Cost Accountants, Ahmedabad, as Cost Auditor of the Company for the financial year 2017-18, to fill the casual vacancy. The Board of Directors of the Company at its Meeting held on 8th May, 2018 appointed M/s. Shah Mehta & Co., Cost Accountants, Ahmedabad as the Cost Auditors of the Company for financial year 2018-19.

The Board, on the recommendation of the Audit Committee, had approved the appointment and remuneration of Cost Auditor to conduct the audit of Textile Division of the Company for the financial year 2017-18 and 2018-19 as per the following details.

(Amount in ₹)

Sr. No.	Name of the Cost Auditor	Segment of the Company	Audit fees (per Financial Year)
1	M/s. Shah Mehta & Co. (FRN : 001024)	Textile Division	6,00,000/-

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the Members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 12 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2017-18 and 2018-19.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 12 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 12 of the Notice for approval by the members.

By Order of the Board of Directors

Registered Office:
Kalol (N.G.) – 382 721
Dist : Gandhinagar, Gujarat, India
Date : 17th July, 2018

Hitesh T. Mehta
Company Secretary

Details of Directors seeking appointment/ reappointment at the ensuing Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standards-2 issued by the Institute of Company Secretaries of India.

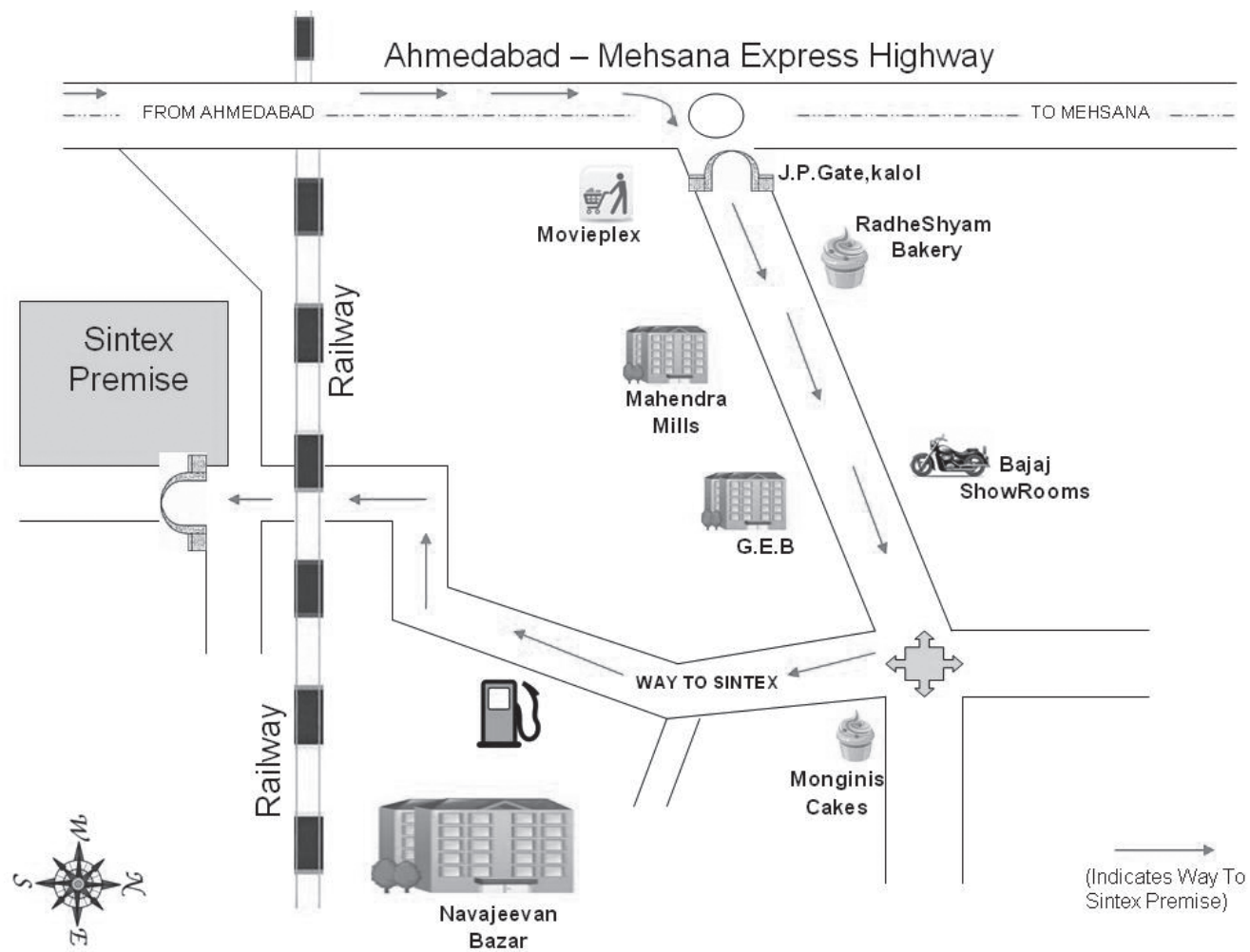
Name of the Director	Mr. Arun P. Patel	Mr. Rahul A. Patel	Mr. Amit D. Patel
Director Identification Number (DIN)	00830809	00171198	00171035
Date of Birth	06.04.1935	04.10.1959	29.01.1966
Date of Appointment	25.08.1972	21.10.1993	21.10.1993
Expertise in specific functional Area and experience	Industrialist with rich business experience in general of more than 60 years	Industrialist with rich business experience in general	Industrialist with rich business experience in general.
Qualification	B.Sc.	B.Com, M.B.A. (USA)	B. Com., MT (USA)

Name of the Director	Mr. Arun P. Patel	Mr. Rahul A. Patel	Mr. Amit D. Patel
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	As per the resolution at item no. 3	As per the resolution at item no. 4 of the Notice convening this Meeting read with explanatory statement thereto.	As per the resolution at item no. 5 of the Notice convening this Meeting read with explanatory statement thereto.
Remuneration last drawn (including sitting fees, if any)	Refer to report on Corporate Governance	Refer to report on Corporate Governance	Refer to report on Corporate Governance
Directorship in other Companies as on 31/03/2018	1. Stanrose Mafatlal Investments and Finance Limited 2. Sintex Plastics technology Limited	1. Sintex-BAPL Limited 2. Sintex Prefab and Infra Limited 3. Sintex Plastics Technology Limited 4. BVM Overseas Limited	1. Sintex-BAPL Limited 2. Sintex Prefab and Infra Limited 3. Sintex Plastics Technology Limited 4. BVM Overseas Limited 5. Star Line Leasing Ltd. 6. Kolon Investment Pvt. Ltd. 7. BAPL Rototech Private Limited
Membership of Committees in other Public Limited Companies	Stanrose Mafatlal Investments and Finance Limited • Audit Committee – Member	1. Sintex-BAPL Limited • Corporate Social Responsibility (CSR) Committee-Member 2. Sintex Plastics Technology Limited • Stake Holder Relationship Committee-Member	1. Sintex-BAPL Limited • Audit Committee - Chairman • Corporate Social Responsibility (CSR) Committee-Chairman • Nomination and Remuneration Committee-Member 2. Sintex Prefab and Infra Limited • Audit Committee-Chairman • Corporate Social Responsibility (CSR) Committee-Chairman 3. Sintex Plastics Technology Limited • Audit Committee-Member • Stake Holder Relationship Committee-Member 4. BVM Overseas Limited • Audit Committee-Member • Corporate Social Responsibility (CSR) Committee-Chairman
No. of Shares held in the Company as on 31.03.2018 (Face Value ₹1/- per share)	3,27,710 Equity Shares	4,97,090 Equity Shares	3,98,425 Equity Shares
Relationship between Directors inter se and Key Managerial Personnel	Mr. Arun P. Patel and Mr. Rahul A. Patel are related to each other.	Mr. Rahul A. Patel and Mr. Arun P. Patel are related to each other.	Mr. Amit D. Patel and Mr. Dinesh B. Patel are related to each other.
Number of meetings of the Board attended during the Financial Year 2017-18	Refer to report on Corporate Governance	Refer to report on Corporate Governance	Refer to report on Corporate Governance

Name of the Director	Mr. Vimal R. Ambani	Ms. Maitri Mehta
Director Identification Number (DIN)	00351512	07549243
Date of Birth	26.10.1961	17.12.1981
Date of Appointment	12.01.2018	30.10.2017
Expertise in specific functional Area and experience	32 years of experience in marketing, production, finance, accounts and manpower management	10 years of experience in Cost and management Accountancy.
Qualification	B.E., MBA	Cost Accountant, MBA (Finance)
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	As per the resolution at item no. 7 of the Notice convening this Meeting read with explanatory statement thereto.	As per the resolution at item no. 8 of the Notice convening this Meeting read with explanatory statement thereto.
Remuneration last drawn (including sitting fees, if any)	Refer to report on Corporate Governance	Refer to report on Corporate Governance
Directorship in other Companies as on 31/03/2018	1. Sanrhea Technical Textiles Limited 2. Bhagwati Autocast Limited 3. Tower Overseas Limited 4. Kamet Trading Private Limited 5. Pentasia Multitrade Private Limited 6. Anjali Fiscal Pvt Ltd 7. Yashraj Investments and Leasing Company Private Limited 8. Vimjas Multitrade Private Limited 9. Liberty Consultants Private Limited 10. Sevati Real Estates Pvt Ltd 11. Funsign Finance Private Limited	1. Korba West Power Company Limited
Membership of Committees in other Public Limited Companies	Nil	Nil
No. of Shares held in the Company as on 31.03.2018 (Face Value ₹ 1/- per share)	4,700 Equity Shares	Nil
Relationship between Directors inter se and Key Managerial Personnel	N.A.	N.A.
Number of meetings of the Board attended during the Financial Year 2017-18	Refer to report on Corporate Governance	Refer to report on Corporate Governance

Name of the Director	Mr. Sunil Kumar Kanojia	Mr. Gagan Deep Singh
Director Identification Number (DIN)	00490259	01895911
Date of Birth	02.07.1959	06.04.1966
Date of Appointment	30.10.2017	08.05.2018
Expertise in specific functional Area and experience	23 years of experience in corporate affairs and operational management.	28 years of experience in managing and spearheading turnaround management initiatives
Qualification	MBA from IIM, Ahmedabad, Graduate in Engineering	MBA and BE in Mechanical
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	As per the resolution at item no. 9 of the Notice convening this Meeting read with explanatory statement thereto.	As per the resolution at item no. 10 of the Notice convening this Meeting read with explanatory statement thereto.
Remuneration last drawn (including sitting fees, if any)	Refer to report on Corporate Governance	N.A.
Directorship in other Companies as on 31/03/2018	1. Tirupati Medicare Limited 2. Vidya Vardhini Education Foundation	Nil
Membership of Committees in other Public Limited Companies	Nil	Nil
No. of Shares held in the Company as on 31.03.2018 (Face Value ₹ 1/- per share)	Nil	Nil
Relationship between Directors inter se and Key Managerial Personnel	N.A.	N.A.
Number of meetings of the Board attended during the Financial Year 2017-18	Refer to report on Corporate Governance	N.A.

ROUTE MAP





Sintex Industries Limited

CIN: L17110GJ1931PLC000454

Registered Office: Kalol (N.G.) – 382 721, Gujarat, India.

Phone: +91-2764-253000, Fax: +91-2764-222868, Email: share@sintex.co.in, Web: www.sintex.in

ATTENDANCE SLIP

Name of the shareholders:		
Address:		
E-mail-Id:		
Folio No. / Client ID:		DP ID:

I hereby record my presence at the 87th Annual General Meeting of the Company held on Monday, September 17, 2018 at 11.30 am at Registered Office : Kalol (N.G.) – 382 721, Dist.: Gandhinagar, Gujarat, India.

Signature of Shareholder / Proxy

PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING AND HAND OVER AT THE ENTRANCE DULY FILLED IN



Sintex Industries Limited

CIN: L17110GJ1931PLC000454

Registered Office: Kalol (N.G.) – 382 721, Gujarat, India.

Phone: +91-2764-253000, Fax: +91-2764-222868, Email: share@sintex.co.in, Web: www.sintex.in

**Form No. MGT – 11
PROXY FORM**

Name of the Member(s):		
Address:		
E-mail-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:
E-mail Id:or failing him,
2. Name:..... Address:
E-mail Id:or failing him,
3. Name:..... Address:
E-mail Id:

as my /our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 87th Annual General Meeting of the Company, to be held on Monday, September 17, 2018 at 11.30 am at Registered Office : Kalol (N.G.) – 382 721, Dist.: Gandhinagar, Gujarat, India, and at adjournment thereof in respect of such resolutions as are indicated below:



Resolution No.	Resolutions	For	Against
	Ordinary Business		
1	To Consider and adopt Audited financial statement, the Reports of the Board of Directors and the Auditors and Audited Consolidated Financial Statements of the Company.		
2	Declaration of Dividend on equity shares.		
3	Re-Appointment of Mr. Arun P. Patel, liable to retire by rotation and being eligible, offers himself for re-appointment		
	Special Business		
4	Re-appointment of Mr. Rahul A. Patel, as Managing Director (Group) of the Company		
5	Re-appointment of Mr. Amit D. Patel, as Managing Director (Group) of the Company		
6	To approve Employee Stock Option Scheme		
7	Appointment of Mr. Vimal R. Ambani as an Independent Director of the Company		
8	Appointment of Ms. Maitri Mehta as an Independent Director of the Company		
9	Appointment of Mr. Sunil Kumar Kanojia as an Independent Director of the Company		
10	Appointment of Mr. Gagan Deep Singh as Non-Executive Director of the Company		
11	Payment of Commission to Non-Executive Directors and Independent Directors of the Company		
12	Ratification of Cost Auditors' Remuneration		

Signed thisday of2018

Signature of shareholder:

Signature of Proxy holder(s): (1) (2) (3)

Affix
Revenue
Stamp
here

Notes:

1. This form of proxy in order to be effective should be duly filled in, stamped, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A holder may vote either "For" or "Against" each resolution.
3. The proxy holder shall prove his identity at the time of attending the Meeting.