

**SOLAR INDUSTRIES INDIA LIMITED**

(CIN: L74999MH1995PLC085878)

Registered Office: 11, Zade Layout, Bharat Nagar, Nagpur – 440 033 (M.S.)

Tel: 91-712-6681888 | Fax: 91-712-2560202

E-mail id: investor.relations@solargroup.com | Website : www.solargroup.com

INVITATION**July 10, 2017****Dear Members,**

You are cordially invited to attend the 22nd Annual General Meeting of the members of **Solar Industries India Limited** ('the Company') scheduled to be held on **Monday, August 21, 2017 at 12:30 p.m. at Hotel Tuli Imperial, Central Bazar Road, Ramdaspath, Nagpur – 440 010, Maharashtra.**

The Notice of the meeting, containing the business to be transacted, is enclosed herewith.

As per Section 108 of the Companies Act, 2013, read with related Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide 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 enclosed herewith.

Very truly yours,

(Khushboo A. Pasari)

Company Secretary & Compliance officer

Enclosures:

1. Notice to the 22nd Annual General Meeting (AGM)
2. Instructions for e-voting
3. Route Map
4. Attendance Slip
5. Proxy Form
6. Ballot Form

Notice

Calling 22nd Annual General Meeting

Notice is hereby given that the Twenty Second Annual General Meeting of the members of Solar Industries India Limited (CIN: L74999MH1995PLC085878) will be held on Monday, August 21, 2017 at 12:30 p.m. at Hotel Tuli Imperial, Central Bazar, Ramdaspath, Nagpur – 440 010, Maharashtra to transact the following businesses:

ORDINARY BUSINESS:

ITEM NO. 1

Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended on March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.

ITEM NO. 2

Interim & Final Dividend

To declare a Final Dividend of ₹3/- per Equity Share and to confirm the payment of Interim Dividend of ₹2/- per Equity Share, already paid during the year, for the year ended on March 31, 2017.

ITEM NO. 3

Appointment of Shri Kailashchandra Nuwal (DIN: 00374378) as Director retiring by rotation.

To appoint a Director in place of Shri Kailashchandra Nuwal (DIN: 00374378), who retires by rotation, and being eligible, offers himself for re-appointment.

ITEM NO.4

Appointment of Statutory Auditors of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and

pursuant to recommendation of the Audit Committee and the Board of Directors, M/s SRBC & Co. LLP, Chartered Accountants, (Firm Registration No. 324982E) jointly with M/s Akshay Rathi & Associates, Chartered Accountants, (Firm Registration No. 139703W) be and are hereby appointed as Statutory Auditors of the Company in place of M/s Gandhi Rathi & Co, Chartered Accountants (Firm Registration No.103031W) whose tenure expires at the ensuing Annual General Meeting, at such remuneration plus reimbursement of out of pocket, travelling and living expenses etc., as may be mutually agreed between the Board of Directors of the Company and the said Auditors.

RESOLVED FURTHER THAT M/s SRBC & Co. LLP, Chartered Accountants with M/s Akshay Rathi & Associates, Chartered Accountants, if appointed as the Statutory Auditors of the Company, shall hold office for a period of five years, from the conclusion of this Twenty second Annual General Meeting till the conclusion of Twenty seventh Annual General Meeting of the Company (subject to ratification of the appointment by Members at every Annual General Meeting held after this Annual General Meeting).

RESOLVED FURTHER THAT the Board of Directors and Mrs. Khushboo Pasari, Company Secretary of the Company (including its Committee thereof), be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

SPECIAL BUSINESS:

ITEM NO 5

Re-appointment of Shri Roomie Dara Vakil (DIN: 00180806) as an Executive Director of the Company for a period of one year effective from April 01, 2017.

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies

Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Shri Roomie Dara Vakil (DIN: 00180806), as a Whole time Director designated as Executive Director of the Company for a period of one year with effect from April 01, 2017 to March 31, 2018.

RESOLVED FURTHER THAT the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Shri Roomie Dara Vakil.

RESOLVED FURTHER THAT the remuneration payable to Shri Roomie Dara Vakil, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

ITEM NO.6

Ratification of Cost Auditor's Remuneration

To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2018 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Khanuja Patra & Associates, Nagpur, the Cost Auditors

appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2017-18 ending on March 31, 2018, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

By Order of the Board of Directors,
For Solar Industries India Limited

(Khushboo A. Pasari)

Company Secretary & Compliance Officer

Date: July 10, 2017

Place: Nagpur

Registered office:

11, Zade Layout, Bharat Nagar, Nagpur - 440 033 (M.S.)

CIN: L74999MH1995PLC085878

Email id: investor.relations@solargroup.com

Website: www.solargroup.com

NOTES:

1. The respective Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item Nos. 3 to 5 of the accompanying Notice are annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument of proxy in order to be effective, must be deposited at the registered office of the company, duly completed and signed not less than 48 hours before 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.

Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the company a certified copy of the board resolution authorising their representative to attend and vote on their behalf at the meeting.

3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three (3) days written notice is given to the Company.
4. Disclosure pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 with respect to the Directors seeking Appointment/ re-appointment at the forthcoming Annual General Meeting is incorporated in the annexure to the notice.

5. Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, the tenure of the current auditors of the Company, M/s Gandhi Rathi & Co, Chartered Accountants expires. The Board of Directors & members of Audit Committee have recommended the name of M/s SRBC & Co. LLP, Mumbai jointly with M/s Akshay Rathi & Associates, Chartered Accountants, Nagpur to the shareholders to appoint them as the statutory auditors of the Company for a period of 5 years subject to ratification by members at every Annual General Meeting and to fix their remuneration for the year 2017-18.
6. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer books of the Company will remain closed from Friday, August 11, 2017 to Monday, August 21, 2017 (both days inclusive) for annual closing and determining the names of members eligible for Final Dividend on Equity Shares for the FY 2016-17 if declared at 22nd Annual General Meeting.

7. The Register of Directors & KMP and their shareholding maintained under Section 170 of Companies Act, 2013 will be available for inspection at the AGM.
8. Members holding shares in physical form are requested to intimate immediately to the Registrar & Share Transfer Agent of the Company, M/s Link Intime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 quoting Registered folio number, details of their Bank Account/Change in Bank Account, if any to enable the Company to print these details on the Dividend warrants, and change in their address, if any, with Pin Code Number. Members holding shares in electronic form shall address communication to their respective Depository Participants only.
9. Subject to the provisions of Section 126 of the Companies Act, 2013, the payment of Dividend, upon declaration by the shareholders at the forth coming Annual General Meeting, will be made on or after September 07, 2017 as under:
 - a) To all those beneficial owner(s) holding shares in electronic form as per the beneficial ownership data as may be made available to the Company by National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the end of the day on **August 10, 2017**.
 - b) To all those shareholders holding shares in physical form after giving effect to all the valid share transfers lodged with the Company before the closing hours on **August 10, 2017**.
10. Shareholders desiring any information relating to the accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar.
12. For the convenience of members and for proper conduct of the meeting, entry to the place of meeting will be regulated by attendance slip, which is a part of the Annual Report. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance of the venue.
13. During the FY 2016-17, the Company has transferred to the Investor Education & Protection Fund, the unclaimed Final Dividend for the and the Interim Dividend for the FY 2009-10.

During the current FY 2017-18, Company will be required to transfer the unclaimed Final Dividend for the FY 2009-10 and Interim Dividend for the FY 2010-11. Those Members who have not encashed their warrants are requested to immediately return the outdated warrants to the Company or write to the Company in the matter to enable the Company to issue Demand Drafts in lieu thereof.

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 22, 2016 (date of last Annual General Meeting) on the website of the Company (www.solargroup.com), as also on the website of the Ministry of Corporate Affairs.
14. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the listed companies may send the notice of Annual General Meeting and the Annual Report, including Financial Statements, Board Report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company.
15. Members who have not registered their E-mail addresses so far are requested to register their E-mail address with the Company for the purpose of service of documents viz. Annual Report, Notice of General Meetings, etc. by email.
16. Documents referred to in the Notice and the explanatory statement shall be open for inspection by the members at the registered office of the Company on all working days (Monday to Saturday) from 10.00 a.m. to 1.00 p.m. except holidays, upto the date of the meeting.
17. Members/Proxies are requested to bring the copies of Annual Reports to the meeting.
18. A route map showing direction to reach the venue of the 22nd Annual General Meeting is given at the end of this notice as per requirement of the Secretarial Standard-2 on "General Meeting"
19. **Voting through Electronic means:**

In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this Section of the Notice) and Regulation 44 of the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015, the Company is providing facility to

exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on **Monday, August 14, 2017 (End of Day)** being the Cut-off date (Record date for the purpose of Rule 20 (3) (vii) of the Rules) fixed for determining voting rights of members, entitled to participate in the e-voting process, through the e-voting platform provided by CDSL.

The voting period begins on **Friday, August 18, 2017 at 10:00 a.m. and ends on Sunday, August 20, 2017 at 05:00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of **Monday, August 14, 2017** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The instructions for shareholders voting electronically are as under:

A. For members who receive notice of Annual General Meeting through E-mail:

- (i) The voting period begins on **Friday, August 18, 2017 at 10.00 a.m. and ends on Sunday, August 20, 2017 at 5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of **Monday, August 14, 2017** 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 / Members
- (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 Postal Ballot / 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 SOLAR INDUSTRIES INDIA 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 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 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.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(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 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 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 scrutiniser to verify the same.

- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

B. In case of members who receive notice of Annual General Meeting in physical Form:

- (i) Members holding shares either in demat or physical mode who are in receipt of Notice in physical form, may cast their votes using the Ballot Form enclosed to this Notice. Please refer instructions under heading 'C' below for more details.
- (ii) Members may alternatively opt for e-voting, Please follow steps from sl. no. (i) to sl. no. (xvii) Under heading A above to vote through e-voting platform.

C. For members who wish to vote using Ballot Form:

- (i) Regulation 44 of the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015, members may fill in the Ballot Form enclosed with the Notice (a copy of the same is also part of the soft copy of the Notice) and submit the same in a sealed envelope to the Scrutiniser, Shri Tushar Pahade Partner at M/s Joshi Pahade & Associates, Practicing Company Secretaries, Unit: Solar Industries India Limited. C/o. Link Intime India Pvt. Ltd C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 so as to reach by 5.00 p.m. on **Sunday, August 20, 2017**. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutiniser on the validity of the forms will be final
- (ii) In the event, a member casts his votes through both the processes i.e. e-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.

D. General Instructions

(i) The Company has appointed Shri Tushar Pahade Partner at M/s Joshi Pahade & Associates, Practicing Company Secretaries (FCS No. 7784 CP No. 8576), having address Unit: Solar Industries India Limited. C/o. Link Intime India Pvt. Ltd., C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083, as a Scrutiniser for conducting the e-voting process, (including voting

through Ballot Form received from the members) in a fair and transparent manner.

(ii) The Scrutiniser shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutiniser's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

(iii) In the event of a poll, please note that the members who have exercised their right to vote by electronic means/ through ballot form as above shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and report thereon will be prepared in accordance with Section 109 of the relevant Rules. In such an event, votes cast under poll taken together with the votes cast through E-Voting and using Ballot Form shall be counted for the purpose of passing resolution(s).

By Order of the Board of Directors,
For Solar Industries India Limited

(Khushboo A. Pasari)

Company Secretary & Compliance Officer

Date: July 10, 2017

Place: Nagpur

Registered office:

11, Zade Layout, Bharat Nagar, Nagpur - 440 033 (M.S.)

CIN: L74999MH1995PLC085878

Email id: investor.relations@solargroup.com

Website: www.solargroup.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.**ITEM NO. 3**

Appointment of Shri Kailashchandra Nuwal (DIN: 00374378) as a Director who retires by rotation and being eligible, offers himself for re-appointment.

As regards re-appointment of retiring director Shri Kailashchandra Nuwal (DIN: 00374378) referred to in Item No. 3, of the Notice, brief resume of Shri Kailashchandra Nuwal, his nature of expertise in specific functional areas, names of Companies in which he hold directorships/ chairmanship of Board Committees, shareholding and relationships between directors is provided in the Annexure attached to the Notice. The Board of Directors recommends his re-appointment.

Except promoter Directors and Key Managerial Personnel of the Company and their relatives, no other person is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

ITEM NO. 4

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act.

Pursuant to the provisions of Section 139 of the Act read with applicable Rules framed thereunder, M/s Gandhi Rathi & Co., Chartered Accountants, the present

Auditors of the Company complete their term as Auditors.

In view of the above, M/s SRBC & Co. LLP, Chartered Accountants, (Firm Registration No. 324982E) jointly with M/s Akshay Rathi & Associates, Chartered Accountants, (Firm Registration No. 139703W), have been recommended to be appointed as Auditors of the Company for a term of five years commencing from the conclusion of the 22nd Annual General Meeting till the conclusion of the 27th Annual General Meeting, subject to ratification of their appointment by the Members at every intervening Annual General Meeting on a remuneration plus applicable taxes, out-of-pocket expenses, etc. incurred in connection with the Audit as may be decided by the Board of Directors in consultation with the Auditors.

The Board recommends the Resolution at Item No.4 for approval by the Members.

None of the Directors or Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the Resolution at Item No.4 of the Notice.

ITEM NO. 5

Re-appointment of Shri Roomie Dara Vakil (DIN: 00180806) as an Executive Director

Shri Roomie Dara Vakil, was formally appointed as an Executive Director by the members for a period of 3 years at the 19th Annual General meeting to hold office upto March 31, 2017. As he has crossed the age limit mentioned in

Section 196 (3), continuation of his employment as an Executive Director requires the approval of members by way of a special resolution.

Keeping in view that Shri Roomie Dara Vakil has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time; it would be in the interest of the Company to continue the employment of Shri Roomie Dara Vakil as an Executive Director.

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board

of Directors of the Company passed a resolution on May 29, 2017 approving re-appointment of Shri Roomie Dara Vakil, as Executive Director of the Company for a further period of one year with effect from April 01, 2017 to March 31, 2018. This is subject to the approval of the shareholders at this Annual General Meeting.

Shri Roomie Dara Vakil (DIN: 00180806) is not disqualified from being appointed as director in terms of Section 164 of the Act and has given his consent to act as director and will be liable for retire by rotation.

The details of remuneration payable to Shri Roomie Dara Vakil and the terms and conditions of the re-appointment are given below:

1. Period	From 1 st April, 2017 to 31 st March, 2018
2. Remuneration	
Salary	₹2,00,000 to ₹5,00,000 per month
Perquisites: for this purpose perquisites are classified into three categories A, B and C	
Category 'A'	
a) Medical Reimbursement	Expenses incurred, including Medical Insurance for self and family subject to a ceiling of one month's basic salary in a year or subject to a maximum of three month's basic salary over period in three years.
b) Bonus:	As per policies and rules of the Company.
c) Club:	Fees of clubs subject to a maximum of two clubs, admission and life membership fees not being allowed.
d) Personal Accident Insurance/ Term Life Insurance	Premium not exceeding ₹5000/- p.a
Category 'B'	
a) Company's contribution towards Provident Fund, Superannuation Fund.	
b) Gratuity payable shall not exceed half Month's salary for each completed year of service or part thereof.	
c) Leave Entitlement: As per Company's Policy	
Category 'C'	
a) The Company shall provide a car with chauffeur and telephone at the residence. Provisions of the car for use in Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls and use of car for Private purpose shall be billed by the Company	
Other allowances, benefits and perquisites admissible as per Rules of the Company, from time to time framed by Nomination and Remuneration Committee.	

The Board of Directors recommends the resolution in relation to the re-appointment of Executive Director, for the approval of the shareholders of the Company.

Notice has been received from member signifying their intention to propose appointment of Shri Roomie Dara Vakil as Executive Director of the Company along with a deposit of ₹1,00,000.

Brief resume of Shri Roomie Dara Vakil, nature of his expertise in specific functional areas and names of companies in which he hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between

directors is provided in Annexure attached to the Notice.

Except Shri Roomie Dara Vakil or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at Item no. 5.

ITEM NO.6

The Board, on the recommendation of the Audit Committee, has approved the appointment of Shri Deepak Khanuja Partner of M/s Khanuja Patra & Associates as Cost Auditor to conduct the audit

of the cost records of the Company for the financial year 2017-18 ending on March 31, 2018 at the Audit Fees of ₹1,10,000 (Rupees one Lakh and Ten Thousand only).

None of the Directors and Key Managerial personnel or their relatives of the Company are in anyway concerned or interested, financially or otherwise, in the resolution set out at Item no.6 of the Notice.

By Order of the Board of Directors,
For Solar Industries India Limited

Date: July 10, 2017
Place: Nagpur

Registered office:

11, Zade Layout, Bharat Nagar, Nagpur - 440 033 (M.S.)
CIN: L74999MH1995PLC085878
Email id: investor.relations@solargroup.com
Website: www.solargroup.com

(Khushboo A. Pasari)
Company Secretary & Compliance Officer

ANNEXURE TO ITEM NO. 3 and 5

Details of Directors seeking appointment and re-appointment at the forthcoming
22nd Annual General Meeting

(In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015)

As on March 31, 2017

Name of the Director	Shri Kailashchandra Nuwal	Shri Roomie Dara Vakil
Date of Birth	06.07.1957	13.02.1943
Date of Appointment	25.10.2005	25.10.2005
Nationality	Indian	Indian
Qualifications	Graduate	Post Graduate in Mining (Geology)
Brief Profile	He has been associated with the Solar Group's multiple ventures. A key driver of the Group's Strategic Planning function, he is critical to its evolution as an industry leader and has been instrumental in the Group consistently sustaining a leadership position in explosives used in the infrastructure and housing segments. With his intuitive knowledge of industry trends, he has a deep understanding of the market pulse, which he is constantly applying for the benefit of the Company and its stakeholders	He is associated with the Solar Group for the past 15 years. He oversees the Company's marketing division, with the responsibility of managing domestic and international marketing functions. With his strong expertise, he is also involved in the bigger role of planning of sales of all products manufactured by the Solar Group. His customer-centric approach is a key driver of the Company's growth as he believes that an organisation's success is inexorably linked to its customers. Delivering value to customers is thus at the heart of the Company's business model, of which he is an important pillar.
Disclosure of relationship between directors inter-se	Brother of Shri Satyanarayan Nuwal and Uncle of Shri Manish Nuwal	Nil
Expertise in Specific Functional Area	Involved in planning Business Strategies and its implementation, Operations, Administration, Sales & Marketing.	Wide experience in sales, Marketing and managerial skills.
Number of Shares held in the Company	17739095	500
List of the Directorship held in other companies	1. Economic Explosives Limited 2. Solar Mines & Minerals Limited 3. Solar Mining Resources Limited 4. Solar Initiating Systems Limited 5. Solar Synthetics Private Limited 6. Solar Processors (Bhilwara) Limited 7. Solar Defence Limited 8. Solar Defence Systems Limited	Nil
Chairman/ Member in the committees of Board of other Companies in which he/she is the Director	Member of Stakeholders Relationship Committee of Solar Industries India Limited	Member of Stakeholders Relationship Committee of Solar Industries India Limited

For other details such as number of meetings of the board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of Shri Kailashchandra Nuwal & Shri Roomie Dara Vakil, please refer to the Corporate Governance Report.



SOLAR INDUSTRIES INDIA LIMITED

(CIN: L74999MH1995PLC085878)

Registered Office: 11, Zade Layout, Bharat Nagar, Nagpur – 440 033 (M.S.)

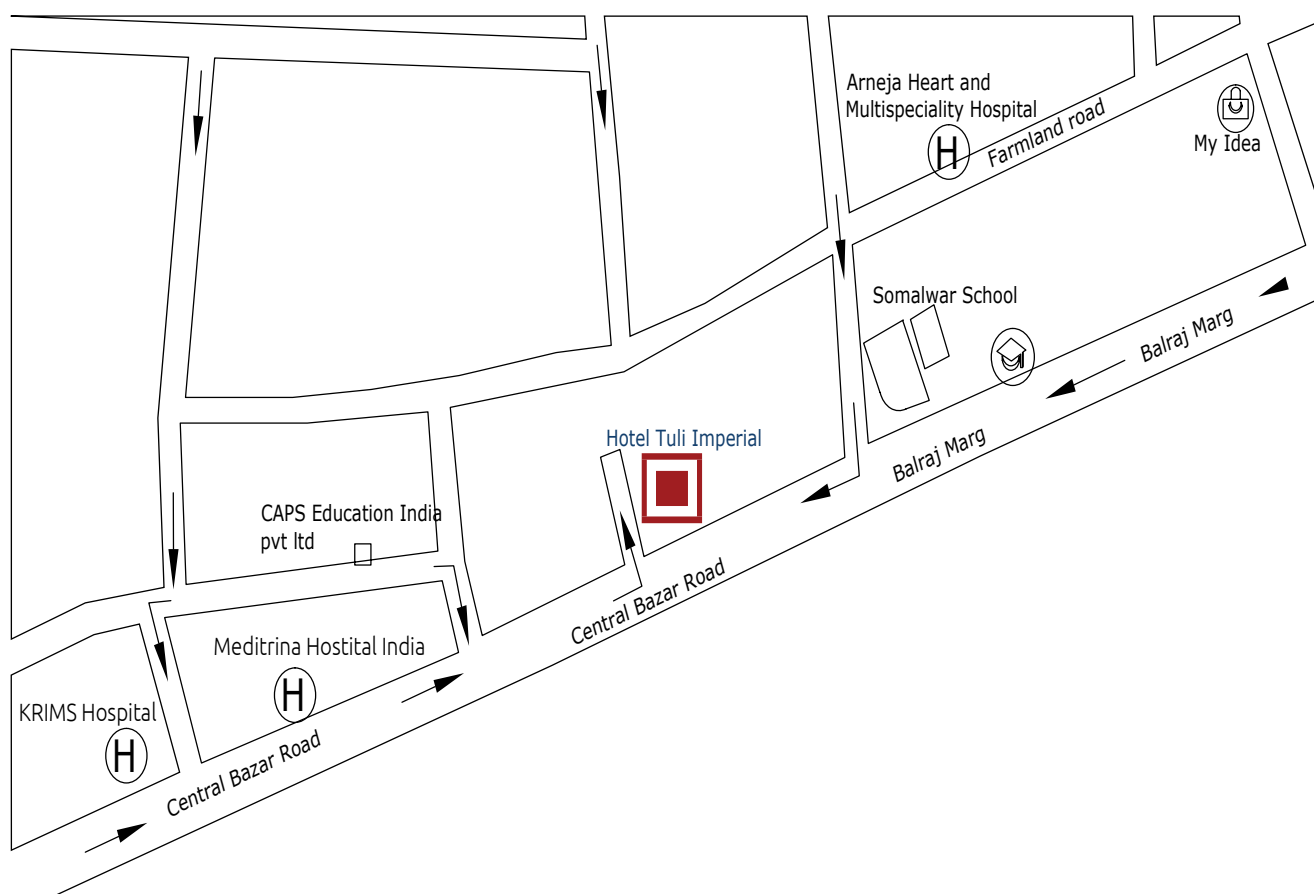
Tel: 91-712-6681888 | Fax: 91-712-2560202

e-mail id: investor.relations@solargroup.com | Website : www.solargroup.com

ROUTE MAP

Route Map to the AGM Venue of:

Solar Industries India Limited,
22nd Annual General Meeting,
Monday, August 21, 2017 at 12:30 p.m.



Venue:

Hotel Tuli Imperial,
Central Bazar Road,
Ramdaspeth,
Nagpur - 440010,
Maharashtra.



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ATTENDANCE SLIP

22nd Annual General Meeting – August 21, 2017

Name and Address of the Member	Registered Folio Number	Client ID & DP ID Number	Number of Shares held

I/We hereby record my/our presence at the 22nd Annual General Meeting of the Company to be held on **Monday the 21st Day of August, 2017 at 12.30 P.M.** at Hotel Tuli Imperial, Central Bazar Road, Ramdaspath, Nagpur – 440 010, Maharashtra

Signature of the Member or the Proxy Attending the Meeting

If Member, please sign here	If Proxy, please sign here

Note 1: Please complete this attendance slip and hand it over at the entrance of the Meeting Hall.

Note 2 : Members are requested to bring their copies of Notice and 22nd Annual Report to the Meeting as the same will not be circulated at the meeting.





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PROXY FORM

Form No. MGT-11

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

Name of the Company : SOLAR INDUSTRIES INDIA LIMITED

Registered office : 11, Zade Layout, Bharat Nagar, Nagpur-440033 (M.S.)

Name of the member (s) : _____

Registered 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 : _____ Signature : _____ or failing him

(2) Name : _____ Address : _____

E-mail Id : _____ Signature : _____ or failing him

(3) Name : _____ Address : _____

E-mail Id : _____ Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Second Annual General Meeting of the Company, to be held on Monday, August 21, 2017 at 12.30 P.M. at Hotel Tuli Imperial, Central Bazar Road, Ramdaspath, Nagpur – 440 010, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:



Item No.	Brief Particulars of Resolution	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
ORDINARY BUSINESS			
1.	Adoption of Audited Financial Statements for the year ended March 31, 2017 and the Directors and Auditors Report thereon.		
2.	Declaration of Final Dividend.		
3.	Appointment of Shri Kailashchandra Nuwal (DIN: 00374378) as a Director liable to retire by rotation.		
4.	Appointment of Statutory Auditors.		
SPECIAL BUSINESS			
5.	Re-appointment of Shri Roomie Dara Vakil (DIN: 00180806) as an Executive Director of the Company		
6.	Approval of the remuneration of Cost Auditor.		

Affix
One Rupee
Revenue
Stamp
here & sign

Signed this _____ day of _____ 2017

Signature of Shareholder(s)

Notes

1. 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.
2. The Proxy need not be a member of the Company.
3. A person can act as a Proxy on behalf of the member not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.
4. Appointing a proxy does not prevent a member from attending the meeting in person.
5. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
6. It is optional to put "X" in the appropriate column against the Resolution indicated in the Box. If you leave "FOR" or "AGAINST" column blank against any or all resolution(s), your proxy will be entitled to vote in the manner as he/she thinks appropriate.