Ref: SHEL/CS/SE/2016-17/Date: 22.10.2016

To,
The Manager,
The Department of Corporate services (Listing),
National Stock Exchange of India Ltd.,
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai – 400051

NSE CODE: SUNILHITEC **BSE CODE: 532711**

Sub: - Submission of Notice of Postal Ballot

Dear Sirs,

Please find enclosed herewith notice of postal ballot for transacting following businesses:

1. Increase in Authorised Share Capital from Rs. 30 Crore to Rs. 60 Crore.
2. Alteration of Capital Clause of Memorandum of Association of the Company.
3. Issue of Bonus Shares by way of Capitalisation of Reserves.

This is for your necessary information & records.

Thanking You.

Yours faithfully,
For **Sunil Hitech Engineers Limited**

Shrikant C. Rikhe
Company Secretary

Encl: As above.

Regional Off. (Central) :
Sunil Hitech Engineers Ltd.
97, East High Court Road,
Ramdaspeth, Nagpur - 440010;
(M.S.) India.
CIN : L28920MH1998PLC115155

Tel. : +91-712-2562087/88,
6685200 (300 lines), Fax : 2562091
E-mail : info@sunilhitech.com;
sunilhitechngp@gmail.com;
investor@sunilhitech.com
www.sunilhitech.com

Regd. Office :
6th Floor, C-Wing,
MET Educational Complex,
Gen. A.K. Vaidya Marg,
Bandra Reclamation,
Bandra (W), Mumbai - 400050

SUNIL HITECH ENGINEERS LIMITED

(CIN: L28920MH1998PLC115155)
Registered office: 6th Floor, C-Wing, MET Educational Complex, Gen. A. K. Vaidya Marg,
Bandra Reclamation, Bandra (W) Mumbai - 400050
Tel: +91-22-61872400, **Fax:** 61872455, **Email:** info@sunilhitech.com **Website:** www.sunilhitech.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as **'the Act'**), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force as amended from time to time) and pursuant to other applicable laws and regulations, that the resolutions appended below are proposed to be passed by the Members through postal ballot / electronic voting (e-voting). The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto with a Postal Ballot Form (hereinafter referred to as **'the Form or Form(s)'**) for your consideration.

The Board of Directors of the Company has appointed M/s. Manish Pande & Co., Company Secretaries, Nagpur as a Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed Form(s) should reach the Scrutinizer not later than the close of working hours i.e at 5.00 p.m. on Monday, 21st November, 2016 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member. Any assent or dissent received after the said date will be treated as if the reply from the concerned member is not received.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman/ Directors authorized by the Board and the results of the Postal Ballot will be announced by the Chairman/Director so authorised on or before 23rd November, 2016 at 5.00 p.m. at the Registered Office of the Company. The aforesaid result would be displayed at the Registered Office of the Company, intimated to BSE Limited and National Stock Exchange of India Limited where the Company's equity shares are listed, and displayed alongwith the Scrutinizer's report on the Company's website viz. www.sunilhitech.com and on the agency's website i.e. Central Depository Services (India) Limited viz. www.evotingindia.com.

RESOLUTIONS:

Item No. 1: Increase in Authorised Share Capital

To consider and, if thought fit, to give assent / dissent, to the following resolution as an ordinary resolution by means of Postal Ballot and E-Voting:

"**RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force as amended from time to time), the Authorized Share Capital of the Company be altered and increased from the existing Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 30,00,00,000 (Thirty Crores) Equity Shares of Re.1/- (Rupee One Only) each to Rs. 60,00,00,000/- (Rupees Sixty Crores Only) divided into 60,00,00,000 (Sixty Crores) Equity Shares of Re.1/- (Rupee One Only) each ranking paripassu in all respect with the existing equity shares.

RESOLVED FURTHER THAT that the Board of Directors of the Company (which expression shall also include a Committee thereof) be and is hereby authorized to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution, including but not limited to filing of necessary forms with the Registrar of Companies or any other Statutory Authorities and to comply with all other requirements in this regard."

Item No. 2: Alteration of Capital Clause of Memorandum of Association of the Company

To consider and, if thought fit, to give assent / dissent, to the following resolution as an ordinary resolution by means of Postal Ballot and E-Voting:

"**RESOLVED THAT** pursuant to the provisions of Section 13, 61 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force as amended from time to time) and subject to such other approval(s) from the concerned Statutory Authority(ies), the existing Clause V of the Memorandum of Association of the Company relating to capital be and is hereby substituted with the following Clause:

"The Authorised Share Capital of the Company is Rs.60,00,00,000/- (Rupees Sixty Crores only) divided into 60,00,00,000 (Sixty Crores) Equity Shares of Re.1/- (Rupee One only) each with power to increase and reduce the Capital of the Company or to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company."

RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a Committee thereof) be and is hereby authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred

to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution including but not limited to filing of necessary forms, if any with the Registrar of Companies or any other Statutory Authorities and to comply with all other requirements in this regard."

Item No. 3: Issue of Bonus Shares by way of Capitalisation of Reserves

To consider and, if thought fit, to give assent / dissent, to the following resolution as a special resolution by means of Postal Ballot and E-Voting:

"RESOLVED THAT pursuant to the provisions of Section 63, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time), the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors (hereinafter referred to as **'The Board',** which expression shall be deemed to include a committee of directors duly authorised in this behalf) of the Company and subject to the provisions of the relevant regulations issued by the Securities and Exchange Board of India (SEBI), if any and applicable Regulatory Authorities, and subject to such approvals, consents, permissions and sanctions, if any, of Reserve Bank of India, BSE Limited and National Stock Exchange of India Limited and any other concerned authorities and such conditions and modifications, as may be considered necessary and agreed to by the Board, consent of the Members be and is hereby accorded to the Board for capitalization of such amount standing to the credit of securities premium account of the Company, as may be considered necessary by the Board, for the purpose of issuance of bonus shares of Re. 1/- (Rupee One only) each, credited as fully paid-up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date (**'record date'**) as may be fixed in this regard by the Board, in the proportion of 1 (one) new equity share for every 1 (one) existing equity share held by the Members on the Record Date and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each Member and not as income.

RESOLVED FURTHER THAT the issue and allotment of the said bonus shares to the extent that they relate to Non-Resident Indians (NRIs), Persons of Indian Origin / Overseas Corporate Bodies and other foreign investors of the company, will be subject to the approval of the Reserve Bank of India and any other regulatory authority, as may be required.

RESOLVED FURTHER THAT the Bonus Shares so issued and allotted pursuant to this resolution shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the 'record date' (as determined by the Board) and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees of the bonus shares and that the certificate(s) in respect of bonus shares shall be completed and thereafter be dispatched to the allottees thereof within the period prescribed or that may be prescribed on this behalf, from time to time, except in respect of those allottees who hold shares in dematerialized form.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make appropriate adjustments, due to the issue of bonus shares, to the 15.75 lakhs shares allotted upon conversion of warrants issued by the Company to promoter group companies.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such shares on the Stock Exchange where the securities of the Company are listed as per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable guidelines, rules or regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the issue of bonus shares as the Board may in its absolute discretion deem fit."

By order of the Board of Directors
For **Sunil Hitech Engineers Limited**

Sd/-
Shrikant C. Rikhe
Company Secretary

Date: 11th October, 2016
Place: Mumbai

Notes:

1. The Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts for the above items of business is annexed hereto.
2. The postal ballot notice is being sent to all the Members, whose names appear in the Register of Members / Statements of beneficial ownership maintained by the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on the record date, i.e., the close of working hours on 14th October, 2016. A person who is not a Member on the record date should treat this notice, for information purposes only.
3. In accordance with the provisions of Section 101 of the Act, read with, Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, this postal ballot notice is being sent by e-mail to those Members who have registered their e-mail address with the Company or with their Depository Participants (DP). Members who have not registered their e-mail address will receive this postal ballot notice along with the postal ballot form through registered post / speed post / courier service.
4. The Notice alongwith Postal Ballot Form shall also be available on the Company's website viz. www.sunilhitech.com and on the agency's website i.e. Central Depository Services (India) Limited viz. www.evotingindia.com.
5. In terms of Section 108 of Companies, Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited for facilitating e-voting to enable the Members to cast their votes electronically. The instructions for electronic voting are annexed to this Notice.
6. The Voting shall be reckoned in proportion to the Member's share of voting rights on the paid up share capital of the Company as on the record date i.e. the close of working hours on 14th October, 2016.
7. Kindly note that the Members can opt for only one mode of voting i.e., either by postal ballot or e-voting. If the Members opt for e-voting, then they should not vote by postal ballot and vice versa. However, in case Members cast their vote both

via physical ballot and e-voting, then voting done through e-voting shall prevail and voting done by postal ballot will be treated as invalid.

8. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, the Member may write to the Company or send an e-mail to investor@sunilhitech.com. The Registrar and Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.

9. All the documents referred to in this Postal Ballot Notice and the Explanatory Statement setting out material facts are open for inspection by the Members at the Registered Office of the Company during the working hours on all working days between 11.00 a.m. to 1.00 p.m. from the date hereof upto 21st November, 2016.

10. Members whose names appear on the Register of Members / List of Beneficial Owners as on the record date i.e., the close of working hours on 14th October, 2016 will be considered for the purpose of E-voting and Postal Ballot voting.

11. The last date specified by the company for receipt of duly completed postal ballot forms or e-voting i.e. on 21st November, 2016 shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

12. All grievances connected with the facility for voting by Postal Ballot, other than e-voting, may be addressed to Mr. Laxminarayan Upadhyay, Manager, Bigshare Services Private Limited (Registrar and Share Transfer Agent), or send an email to info@bigshareonline.com or call 022-40430200.

13. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same on e-mail address info@bigshareonline.com for receiving all communication including Annual Report, Notices, Circulars, etc. electronically and can also register their contact numbers.

Voting through electronic means

In terms of Section 108 of Companies, Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its Members.

The instructions for e-voting are as follows:

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on Sunday, 23rd October, 2016 at 9.00 a.m. and ends on Monday, 21st November, 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. the close of working hours on 14th October, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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 indicated in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 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 <Sunil Hitech Engineers 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 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 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 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.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Deputy Manager, (CDSL,) Central Depository Services (India) Limited, 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001, or send an email to helpdesk.evoting@cdslindia.com or call 18002005533.

Explanatory Statement

(Pursuant to Section 102(1) of the Companies Act, 2013)

For Item No. 1 & 2

In view of the proposed issue of bonus shares and to take care of the future equity funding requirements, it is proposed to increase the authorised capital of the Company and amend the capital Clause V of Memorandum of Association (MoA) of the Company from the existing Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 30,00,00,000 (Thirty Crores) Equity Shares of Re.1/- (Rupee One Only) each to Rs. 60,00,00,000/- (Rupees Sixty Crores Only) divided into 60,00,00,000 (Sixty Crores) Equity Shares of Re.1/- (Rupee One Only). The aforesaid proposal is subject to approval of the members.

A copy of the MoA incorporating the proposed amendment will be kept open for inspection by members at the registered office of the Company during the office hours on all working days between 11.00 a.m. to 1.00 p.m. from the date hereof upto 21st November, 2016.

The Board of Directors of the Company recommends the Ordinary Resolutions at Item no.1 and Item No. 2 of the accompanying notice for the approval of members of the Company through Postal Ballot/ E- Voting.

None of the Directors, key managerial personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said resolutions. The proposed resolutions do not relate to or affect any other Company.

For Item No. 3

At the meeting of the Board of Directors of the Company held on 11th October, 2016, the Board considered and approved a bonus issue of fully paid-up bonus equity shares in the proportion of 1 (one) new equity share for every 1 (one) existing equity share of face value of Re. 1 /- each (i.e. as adjusted for sub-division of equity share approved by Members in their Annual General Meeting held on 22nd September, 2016) held by the such person on the record date (to be determined by the Board), credited as fully paid-up bonus equity shares, such bonus equity shares to rank paripassu in all respects with the existing fully paid equity shares of the Company. The aforesaid proposal is subject to approval of the members.

It was also proposed to capitalise such amount standing to the credit of the Securities Premium Account of the Company for the purpose of issuance of the bonus shares. The Articles of Association of the Company authorizes the capitalization and the issue of the bonus shares by the Company in the manner proposed.

The issue of bonus shares requires appropriate adjustments to the 15.75 lakhs shares allotted upon conversion of warrants issued by the Company to promoter group companies.

The bonus shares are being issued in line with the provisions of the Companies Act, 2013 and the Rules made thereunder and the regulations & guidelines issued by the Securities and Exchange Board of India and the Reserve Bank of India, as applicable. Requisite applications will also be made to the various Stock Exchanges where the existing shares of the Company are already listed, for permission to deal in such bonus shares.

The Board of Directors the Company recommends the special resolution as set out in item no. 3 of the accompanying notice for the approval of members of the Company through Postal Ballot/ E- Voting.

None of the Directors, key managerial personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said resolution. The proposed resolution does not relate to or affect any other Company.

By order of the Board of Directors
For **Sunil Hitech Engineers Limited**

Sd/-
Shrikant C. Rikhe
Company Secretary

Date: 11th October, 2016
Place: Mumbai

SUNIL HITECH ENGINEERS LIMITED

CIN: L28920MH1998PLC115155
Registered office: 6th Floor, C-Wing, MET Educational Complex, Gen. A.K.Vaidya Marg, Bandra Reclamation, Bandra (W), Mumbai-400050
Tel: +91-22-61872400, Fax: 61872455, Email: info@sunilhitech.com Website: www.sunilhitech.com

POSTAL BALLOT FORM

Postal Ballot No.

Sr. No.	Particulars	Details of Member(s)
1	Name & Registered Address of the Sole/ first named Member	
2	Name(s) of the Joint Holder(s), if any	
3	Registered Folio No./DP ID & Client ID (applicable only to members holding equity shares in demat form)	
4	No. of Shares held	

I/We hereby exercise my/our vote in respect of the Ordinary/Special Resolutions to be passed through Postal Ballot of the Business stated in the Postal Ballot Notice dated 11th October, 2016 of the Company by sending my/our assent (for) or dissent (against) to the said Resolutions (please refer notice for text of full resolution) by placing the tick (√)mark at the appropriate box below:

Sr. No.	Description	No. of Equity Share(s) held	I/We assent (agree) to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Increase in Authorised Share Capital from Rs. 30 Crores to Rs. 60 Crores			
2	Alteration of Capital Clause of Memorandum of Association of the Company			
3	Issue of Bonus Shares by way of Capitalisation of Reserves			

Place:

Date:

Email ID:

_____

Signature of Member/
Authorised Representative

Note: Please read the instructions printed overleaf carefully before filling the form.

INSTRUCTIONS

1. A Member desirous of exercising vote by Postal Ballot should complete the Postal Ballot Form (no other form or photo copy thereof is permitted) in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage prepaid Business reply envelop which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Members will also be accepted.

2. The self -addressed business reply envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.

3. The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Company/NSDL/CDSL. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the Company/NSDL/CDSL) by the first named member and in his/ her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning registration no. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.

4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours i.e. at 5.00 p.m. on Monday, 21st November, 2016. Postal Ballot Form received after that date will be strictly treated as if reply from such member has not been received.

5. The voting shall be reckoned in proportion to a Member's share of the paid up equity share capital of the Company as on the record date i.e. the close of working hours on 14th October, 2016.

6. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution /Authority and preferably with attested specimen signature(s) of the duly authorised signatory(s) giving requisite authority to the person voting on the Postal Ballot Form.

7. Members are requested not to send any paper (other than the resolution/authority as mentioned under item Nos. 3 & 6 above) along with the Postal Ballot Form in the enclosed selfaddressed postage pre-paid Business Reply envelop as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

8. There will be only one Postal Ballot Form for every folio/client ID irrespective of the number of Joint Member(s).

9. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.

10. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate postal ballot form should reach the Scrutinizer not later than the last date of receipt of postal ballot form i.e. at 5.00 p.m. on Monday, 21st November, 2016.

11. The Scrutinizer's decision on the validity of a Postal Ballot shall be final and binding.

12. The result of the voting on the resolutions will be declared at the Registered Office of the Company on or before 23rd November, 2016 at 5.00 P.M. The results will thereafter be also informed to the stock exchanges and hosted on the Company's website www.sunilhitech.com.

13. Members have option to vote either through e-voting or through Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot and also vice-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.