Ref: SHEL/CS/SE/2015-16/Date: 23.01.2016

To,
The Manager,
The Department of Corporate services (Listing),
National Stock Exchange of India Ltd.,
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai – 400051
Email id: cmlist@nse.co.in

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

Subject: - Notice of Postal Ballot

Dear Sirs,

This is to inform you that the Board of Directors has decided to conduct Postal Ballot Process to obtain approval of shareholders on the business as mentioned in the Postal Ballot Notice. Please find enclosed herewith copy of the said Postal Ballot Notice.

This is for your necessary information.

Thanking You.

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

Shrikant C. Rikhe
Company Secretary

SUNIL HITECH ENGINEERS LTD. 115155 NAGPUR

Encl: As above.

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

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

Regd. Office :
'Ratnadeep' Jaynagar, Parli Vaijnath,
Dist. Beed, Pin 431515.
E-mail : investor@sunilhitech.com
CIN : L28920MH1998PLC115155

Sunilhitech

SUNIL HITECH ENGINEERS LIMITED

(CIN: L28920MH1998PLC115155)

Registered office: "Ratnadeep", Jaynagar, Parli Vaijnath, Dist. Beed-431520

POSTAL BALLOT NOTICE

[Notice Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the 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 ('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) 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 for your consideration.

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

Members desiring to exercise their vote by postal ballot are requested to read the instructions carefully printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot 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 Postal Ballot Form(s) should reach the Scrutinizer not later than 17:00 Hours IST on February 23, 2016 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The results shall be declared on or before February 25, 2016 and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and would also be displayed on the Company's website at www.sunilhitech.com.

Resolutions

Item No. 1 - Shifting the Registered Office of the Company to another place outside the local limits but within the same state

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"Resolved that pursuant to the section 12(5) and other applicable provisions of the Companies Act, 2013, if any, the registered office of the Company be and is hereby shifted from its present situation at 'Ratnadeep', Jaynagar Parli, Vaijnath, Beed-431520 to 6th Floor, C-Wing, MET Educational Complex, Gen. A.K.Vaidya Marg, Bandra Reclamation, Bandra (W), Mumbai-400050 within the jurisdiction of same Registrar, Registrar of Companies, Mumbai.

Resolved further that the Board be and is hereby authorised to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the shifting of registered office and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

Item No. 2 - To make loans or investments and to give guarantees or to provide security in connection with a loan made under Section 186 of the Companies Act, 2013

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"Resolved that pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors including any Committee thereof (hereinafter referred to as "the Board") to (i) give any loans to any person or other body corporate, or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of company's paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium account whichever is more as the Board of Directors may think fit, provided that the total loans or investments made, guarantees given, and securities provided shall not any time exceed Rs. 500 Crores.

Resolved further that the Board be and is hereby authorised to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments or loans or guarantees or securities and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

Item No. 3 - To ratify the allotment of 53,00,000 Warrants on preferential basis to promoters

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"Resolved that pursuant to the provisions of Regulation 73 (1)(e) of Chapter VII of SEBI (ICDR) Regulations, 2009 as amended from time to time and subject to SEBI Notification no. LAD-NRO/GN/2013-14/19/6422 dated 26th August, 2013 and in reference to the special resolution passed by the shareholders in extra-ordinary general meeting authorising issue and allotment of convertible warrants on preferential basis to promoters, the details of ultimate beneficial owners being natural persons, of the shares herewith disclosed and considering the details of ultimate beneficial owners, the consent of the members is further accorded ratifying the preferential issue of 53,00,000 warrants, each warrant convertible into one equity share of Rs. 10/- each as per the terms and conditions of warrants as approved by earlier special resolution passed by the shareholders in extra-ordinary general meeting held on April 18, 2014.

Details of ultimate beneficial Owners:

VRG Digital Corporation Private Limited

No of Warrants to be issued: 1750000

Sr. No.	Ultimate beneficial owners	PAN of Natural persons
1	Mr. Ratnakar Manikrao Gutte	ABPPG7367Q
2	Mrs. Sodhamati Ratnakar Gutte	ACMPG5349N
3	Mr. Vijay Ratnakar Gutte	AFTPG3584K
4	Mr. Sunil Ratnakar Gutte	AFAPG3984L

Gutte Infra Private Limited

No of Warrants to be issued: 1750000

Sr. No.	Ultimate beneficial owners	PAN of Natural persons
1	Mr. Ratnakar Manikrao Gutte	ABPPG7367Q
2	Mrs. Sodhamati Ratnakar Gutte	ACMPG5349N
3	Mr. Vijay Ratnakar Gutte	AFTPG3584K
4	Mr. Sunil Ratnakar Gutte	AFAPG3984L

Gangakhed Solar Power Private Limited

No of Warrants to be issued: 1800000

Gangakhed Solar Power Private Limited is a wholly owned subsidiary of Gangakhed Sugar & Energy Limited, whose ultimate beneficial owners are as set out below:

Sr. No.	Ultimate beneficial owners	PAN of Natural persons
1	Mr. Ratnakar Manikrao Gutte	ABPPG7367Q
2	Mrs. Sodhamati Ratnakar Gutte	ACMPG5349N
3	Mr. Vijay Ratnakar Gutte	AFTPG3584K
4	Mr. Sunil Ratnakar Gutte	AFAPG3984L
5	Mrs. Swati Rajesh Phad	AIEPG9659F

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

Shrikant C. Rikhe
Company Secretary
ACS-29766

Place: Mumbai
Date: January 18, 2016

Off Add.: 97, East High Court Road,
Ramdaspeth, Nagpur-440010

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts is annexed hereto.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on January 18, 2016. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents(in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on January 18, 2016 will be considered for the purpose of voting.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to investors@sunilhitech.com. The Registrar and Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on January 18, 2016.

8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this Notice.

9. A Member cannot exercise his vote by proxy on postal ballot.

10. Members desiring to exercise their vote by physical postal ballot are requested to read the instructions carefully printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 17:00 Hours IST) on February 23, 2016. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after 17:00 Hours IST on February 23, 2016, it will be considered that no reply from the Member has been received.

11. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before 17:00 Hours IST, February 25, 2016 at the registered office and will also be displayed on the website of the Company (www.sunilhitech.com),besides being communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent on the said date.

12. The date of declaration of results of the postal ballot, i.e. on or before February 25, 2016, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

13. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till February 23, 2016.

Voting through electronic means

In compliance with Regulation 44 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, 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 members for voting electronically are as under:-

(i) The voting period begins on January 25, 2016 (9:00 Hours IST) and ends on February 23, 2016 (17:00 Hours IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) January 18, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) 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 first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) 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. E.g. If your name is Ramesh Kumar with serial 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 reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the 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) **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.

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

In case of members receiving the physical copy:

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

(B) The voting period begins on January 25, 2016 (9:00 Hours IST) and ends on February 23, 2016 (17:00 Hours IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) January 18, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

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

Item No. 1

The Board of Directors of your company has recommended to shift the registered office of the company from 'Ratnadeep', Jaynagar Parli, Vaijnath, Beed-431520 to 6th Floor, C-Wing, MET Educational Complex, Gen. A. K. Vaidya Marg, Bandra Reclamation, Bandra (W), Mumbai-400050. The proposed change in registered office would help company to grab new business opportunities, expand business activities, secure new orders etc. Mumbai is commercial capital of India and proposed situation of registered office at Mumbai shall add value to the organization.

According to the provisions of Sections 12 and 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the approval of members by way of Special Resolution through Postal Ballot is required to shift the registered office of the company from one city to another city within the jurisdiction of same Registrar of Companies. Therefore the approval of members by way of special resolution is sought.

None of the Directors or Key Managerial Personnel is concerned or interested in the resolution

Item No. 2

The Company makes investments in and gives loans to any other body corporate as and when needed. The Company also provides corporate guarantees on behalf of any other body corporate to the banks/financial institutions for the financial assistance provided by them.

The Shareholders vide resolution passed by postal ballot on April 04, 2011, had accorded their consent to the Board of Directors for making a loan, or an investment by the Company for a sum not exceeding Rs. 300 crores.

Taking into consideration, the requirements of additional loans to be given / investments to be made / guarantees to be provided by the Company to meet the financial requirements of its group companies, it is expected that the limit of Rs. 300 crores sanctioned by the Shareholders will not be adequate. The consent and approval of the Shareholders is therefore, sought in accordance with the provisions of Section 186 of the Companies Act, 2013 for the revised limits upto Rs. 500 Crores.

As per the provisions of Section 186 of the Companies Act, 2013, No company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Where such giving of any loan or guarantee or providing any security or the acquisition exceeds the limits specified, under Section 186 of the Companies Act, 2013 prior approval by means of a special resolution passed at a general meeting is necessary.

As per Section 110 of the companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, the said resolution to be passed through postal ballot process.

The Directors recommend the Item No. 2 of the Notice for consent and approval by the shareholders.

None of the Directors or Key Managerial Personnel is concerned or interested in the resolution

Item No. 3

The Company, pursuant to the special resolution passed in its extra-ordinary general meeting held on 18th April, 2014, have proposed to issue and allot 53,00,000 warrants, each warrant convertible into one equity share of Rs. 10/- each to the Companies under group as per the terms and conditions of warrants originally approved by the shareholders in their extraordinary general meeting held on April 18, 2014. Pursuant to Notification dated 26th August, 2013, if the allottee under Preferential issue is non-individual, the company issuing the share(s) is required to make a disclosure of "Ultimate Beneficial Owners" in the general meeting notice and get it approved by the shareholders.

The Company had made an application to BSE and NSE seeking in principal approval for the allotment. However, in the notice sent to the shareholders for aforesaid extraordinary general meeting held on 18th April, 2014, the details of natural persons who are beneficial owners of the proposed allottees in the promoter group as set out above in the proposed resolution were inadvertently missed. Due to that inadvertent mistake, BSE and NSE did not accord their in principal approval. In this regard, the Company earlier sought permission from SEBI and BSE to rectify that inadvertent error. However, SEBI and BSE denied to grant such permission. The Company approached the Securities Appellate Tribunal ("SAT") in appeal against the orders of SEBI, BSE and NSE.

SAT vide its order dated 9th December, 2015 has allowed the Company to approach SEBI under Regulation 109 of the ICDR Regulations for seeking waiver of the provisions of the ICDR Regulations in relation to the subject matter before SAT on or before February 29, 2016 and upon such application SEBI shall consider the said application within 4 weeks from the date of receiving the application and pass appropriate order thereon.

Prior to making an application to SEBI under Regulation 109 of the ICDR Regulation, the Company is proposing to ratify the resolutions passed by its shareholders in their meeting held on 18th April, 2014 and offer for subscription by way of Preferential Allotment of 53,00,000 (Fifty three lacs) Warrants to proposed allottee(s) of promoters group as set out in the proposed resolution with necessary rectification as regards the disclosure of natural person who are ultimate beneficial owners of the proposed allottee, by way of a shareholders resolution so that the Company can implement.

The details of the "Ultimate Beneficial Owners" under Preferential Issue have been mentioned below and the consent of the members is herewith sought to approve the names of "Ultimate Beneficial Owners" of the body corporate allottees:

- **Details of ultimate beneficial Owners:**

VRG Digital Corporation Private Limited

No of Warrants to be issued: 1750000

Sr. No.	Ultimate beneficial owners	PAN of Natural persons
1	Mr. Ratnakar Manikrao Gutte	ABPPG7367Q
2	Mrs. Sodhamati Ratnakar Gutte	ACMPG5349N
3	Mr. Vijay Ratnakar Gutte	AFTPG3584K
4	Mr. Sunil Ratnakar Gutte	AFAPG3984L

Gutte Infra Private Limited

No of Warrants to be issued: 1750000

Sr. No.	Ultimate beneficial owners	PAN of Natural persons
1	Mr. Ratnakar Manikrao Gutte	ABPPG7367Q
2	Mrs. Sodhamati Ratnakar Gutte	ACMPG5349N
3	Mr. Vijay Ratnakar Gutte	AFTPG3584K
4	Mr. Sunil Ratnakar Gutte	AFAPG3984L

Gangakhed Solar Power Private Limited

No of Warrants to be issued: 1800000

Gangakhed Solar Power Private Limited is a wholly owned subsidiary of Gangakhed Sugar & Energy Limited, whose ultimate beneficial owners are as set out below:

Sr. No.	Ultimate beneficial owners	PAN of Natural persons
1	Mr. Ratnakar Manikrao Gutte	ABPPG7367Q
2	Mrs. Sodhamati Ratnakar Gutte	ACMPG5349N
3	Mr. Vijay Ratnakar Gutte	AFTPG3584K
4	Mr. Sunil Ratnakar Gutte	AFAPG3984L
5	Mrs. Swati Rajesh Phad	AIEPG9659F

- **Percentage of post preferential issue capital that may be indirectly held by the ultimate beneficiaries:**

The percentage of post preferential issue capital that may be indirectly held by the ultimate beneficiaries through VRG Digital Corporation Private Limited (the allottee) as follows:

Sr. No.	Ultimate beneficial owners	Pre Issue		Post Issue	
		No. of Share held	%	No. of Share held	%
1	Mr. Ratnakar Manikrao Gutte	1500000	8.66	3250000	14.36
2	Mrs. Sodhamati Ratnakar Gutte				
3	Mr. Vijay Ratnakar Gutte				
4	Mr. Sunil Ratnakar Gutte				

The percentage of post preferential issue capital that may be indirectly held by the ultimate beneficiaries through Gutte Infra Private Limited (the allottee) as follows:

Sr. No.	Ultimate beneficial owners	Pre Issue		Post Issue	
		No. of Share held	%	No. of Share held	%
1	Mr. Ratnakar Manikrao Gutte	1500000	8.66	3250000	14.36
2	Mrs. Sodhamati Ratnakar Gutte				
3	Mr. Vijay Ratnakar Gutte				
4	Mr. Sunil Ratnakar Gutte				

The percentage of post preferential issue capital that may be indirectly held by the ultimate beneficiaries through Gangakhed Solar Power Private Limited (the allottee) as follows:

Sr. No.	Ultimate beneficial owners	Pre Issue		Post Issue	
		No. of Share held	%	No. of Share held	%
1	Mr. Ratnakar Manikrao Gutte	Nil	Nil	1800000	7.96
2	Mrs. Sodhamati Ratnakar Gutte				
3	Mr. Vijay Ratnakar Gutte				
4	Mr. Sunil Ratnakar Gutte				
5	Mrs. Swati Rajesh Phad				

- **Change in control**

Sr. No.	Category of Shareholders	PRE ISSUE		POST ISSUE	
		No. of Shares held	%	No. of Shares held	%
A	**Promoters Holding**				
1	Indian Promoters	6530990	37.70	6530990	28.87
	Foreign Promoters	Nil	Nil	Nil	Nil

Sr. No.	Category of Shareholders	PRE ISSUE		POST ISSUE	
		No. of Shares held	%	No. of Shares held	%
2	**Promoters Group**				
a	VRG Digital Corporation Private Limited	1500000	8.66	3250000	14.36
b	Gutte Infra Private Limited	1500000	8.66	3250000	14.36
c	Gangakhed Solar Power Private Limited	Nil	Nil	1800000	7.96
d	Mr. Venkataramana Condoor (Person acting in concert with promoters)	200000	1.15	200000	0.88
	Total Promoters (A)	**9730990**	**56.17**	**15030990**	**66.43**
B	**Non Promoters Holding (Public)**				
3	**Institutions**				
a	Financial Institutions/ Banks	8576	0.05	8576	0.04
b	FII'S	30000	0.17	30000	0.13
4	**Non-Institutions**				
a	Bodies Corporate	3312501	19.12	3312501	14.64
b	Individual	3897140	22.49	3897140	17.22
c	Others				
	i) Clearing Member	160370	0.93	160370	0.71
	ii) NRI	154455	0.89	154455	0.68
	III) Others	31128	0.18	31128	0.14
	Total Non Promoters (B)	**7594170**	**43.83**	**7594170**	**33.57**
	Total (A+B)	**17325160**	**100.00**	**22625160**	**100.00**

Mr. Venkataramana Condoor (Person acting in concert with promoters) holds 2,00,000 warrants (each such warrant entitles to subscribe to one equity share). Upon exercise of these outstanding warrants, the total shareholding of Mr. Venkataramana Condoor will be 2,00,000 equity shares.

Further, the subject shares to be issued pursuant to the preferential allotment shall be kept under lock in as under:

Sr. No.	Name of allottees	Number of warrants to be issued	Lock in Period
1	VRG Digital Corporation Private Limited	1750000	Three years from the last date of trading approval from all the stock exchanges for equity shares pursuant to exercise of the option attached to warrant
2	Gutte Infra Private Limited	1750000	Three years from the last date of trading approval from all the stock exchanges for equity shares pursuant to exercise of the option attached to warrant
3	Gangakhed Solar Power Private Limited	1800000	Three years from the last date of trading approval from all the stock exchanges for equity shares pursuant to exercise of the option attached to warrant

Except Mr. Ratnakar Manikrao Gutte, Mrs. Sodhamati Ratnakar Gutte, Mr. Sunil Ratnakar Gutte, Mr. Vijay Ratnakar Gutte and Mr. Venkataramana Condoor, none of the Directors or Key Managerial Personnel is concerned or interested in the resolution.

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

Shrikant C. Rikhe
Company Secretary
ACS-29766
Off Add.: 97, East High Court Road,
Ramdaspeth, Nagpur-440010

Place: Mumbai
Date: January 18, 2016

Printed by: www.westernpress.in

SUNIL HITECH ENGINEERS LIMITED

CIN: L28920MH1998PLC115155
Reg. Off.: 'Ratnadeep', Jaynagar, ParliVaijnath, Dist. Beed-431520

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 Special Resolutions to be passed through Postal Ballot of the Business stated in the Postal Ballot Notice dated 18th January, 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	Shifting the Registered Office of the Company to another place outside the local limits but within the same state			
2	To make loans or investments and to give guarantees or to provide security in connection with a loan made under Section 186 of the Companies Act, 2013			
3	To ratify the allotment of 53,00,000 Warrants on preferential basis to promoters			

Place:

Date:

Email ID:

_____

Signature of Member/
Authorised Representative

Note: 1. Please read the instructions printed overleaf carefully before filling the form.

2. Last Date of Receipt of Postal Ballot Form is 23rd February, 2016 (not later 17.00 IST)

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 pre-paid 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 (17.00 IST) on Tuesday, the 23rd Day of February, 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 cut-off date i.e. 18th January, 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 self-addressed 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. The exercise of vote by Postal Ballot is not permitted through proxy.

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

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

11. 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. 17.00 IST, on Tuesday, the 23rd February, 2016.

12. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution.

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

14. The result of the voting on the resolutions will be declared at the Registered Office of the Company on or before Thursday, the 25th February, 2016. The results will thereafter be also informed to the stock exchanges and hosted on the Company's website www.sunilhitech.com.

15. 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.