Sunilhitech

Date: 14th February, 2017

National Stock Exchange of India Limited Listing Department, Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East) Mumbai – 400 051 **Scrip Symbol: SUNILHITEC**	BSE Limited, Department of Corporate Services, Phiroze Jejeebhoy Towers, Dalal Street, Fort Mumbai-400 001 **Scrip Code:** 532711

Dear Sirs,

Sub: Submission of Notice of Postal Ballot and e-voting

Please find herewith notice of postal ballot for transacting following Business:

1. To Increase limits u/s 186 of the Companies Act, 2013 for Inter-Corporate Loans or Investments and to give Guarantees or to provide Security in connection with loan(s).
2. To approve related party transactions
3. To approve re-appointment of Mr. Vijay R. Gutte (DIN: 01179049) as a Whole time Director of the Company.
4. To change designation of Mrs. Sudhamati R. Gutte (DIN: 01174733) from Whole-time Director to Non-Executive Director of the Company.
5. Ratification to the appointment of Mr. Ratnakar M. Gutte as a Chief Mentor of the Company (Place of profit).

This is for your necessary information and records

Thanking You,
Yours faithfully,
For Sunil Hitech Engineers Limited

Shrikant C. Rikhe
Company Secretary

Encl: As above

SUNIL HITECH ENGINEERS LIMITED

(CIN: L28920MH1998PLC115155)

Reg. Off.: 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 and Central Depository Services (India) Limited (CDSL) as agency in respect of e-voting for the postal ballot.

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 Thursday, 16th March, 2017 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 authorized on or before 18th March, 2017 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. CDSL viz. www.evotingindia.com.

Item No. 1 – To Increase limits u/s 186 of the Companies Act, 2013 for Inter-Corporate Loans or Investments and to give Guarantees or to provide Security in connection with loan(s).

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** in supersession of the earlier resolution passed in this regard and pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules made thereunder (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 (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) as it may deem fit, 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 at any time exceed Rs. 1000 Crores.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and finalize the terms and conditions (including the amount or limit in respect of each transaction) in connection with such investment(s), loan(s), guarantee(s), security(ies) or acquisition(s) within the applicable ceiling limit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to exercise all such powers and authorities and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things as, in its absolute discretion, may be considered necessary, relevant, usual, customary, desirable and/ or expedient and to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution or that may otherwise be considered by the Board to be in the interest of the Company.

RESOLVED FURTHER THAT nothing herein contained shall be deemed to restrict the power of the Board to make fresh investments or to give fresh loans, guarantees or to provide securities or to make fresh acquisitions or to alter, amend and vary terms and conditions of such investments, loans, guarantees, securities and acquisitions, provided the aggregate outstanding amounts of the investments, loans, guarantees, securities or acquisitions are within the applicable ceiling limit."

Item No. 2 – To approve related party transactions.

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 Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Clause 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Company be and is hereby accorded to enter into contracts/agreements/ arrangements/transactions, whether material or not, from the financial year 2016-17 onwards with the following company being related party as defined under the Act upto the maximum amount as per details provided hereunder:

Transactions as defined under Section 188(1) of the Companies Act, 2013 and Clause 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015		
Name/Category of Related Parties	**Nature of Transactions**	**Amount (per annum)**
VAG Buildtech Private Limited (Subsidiary)	Sale, Purchase or supply of any goods or materials directly or through appointment of agent	Rs. 600 Crores
	Availing or rendering of any services directly or through appointment of agent	Rs. 200 Crores

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized on behalf of the Company to execute agreements, deeds, applications and any other related and necessary documents as may be required and to do all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution."

Item No. 3 - To approve re-appointment of Mr. Vijay R. Gutte (DIN: 01179049) as a Whole time Director of the Company.

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 Sections 196, 197, 198, 203 and other applicable provisions, if any of the Companies Act, 2013 and the relevant rules made thereunder read with Schedule V thereof (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Vijay R. Gutte (DIN: 01179049) as a Whole-time Director of the Company for a period of five years commencing from 29th May, 2017 to 28th May, 2022, liable to retire by rotation, on the terms and conditions including the payment of remuneration as set out in the explanatory statement annexed to this notice and authority to the Board of Directors to alter and vary the terms & conditions of the said re-appointment in such manner as may be mutually agreed.

RESOLVED FURTHER THAT the remuneration payable to Mr. Vijay R. Gutte 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 of Directors be and is hereby authorized on behalf of the Company to execute agreements, deeds and any other related and necessary documents as may be required and to do all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution."

Item No. 4 - To change designation of Mrs. Sudhamati R. Gutte (DIN: 01174733) from Whole-time Director to Non-Executive Director of the Company.

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

"**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, the consent of the Company be and is hereby accorded for change in designation of Mrs. Sudhamati R. Gutte (DIN:01174733) from Whole time Director to Non-Executive Director of the Company with effect from 25th January, 2017 liable to retire by rotation, at a commission/remuneration not exceeding Rs. 6 lacs per month.

RESOLVED FURTHER THAT the commission/remuneration payable to Mrs. Sudhamati R. Gutte shall not exceed the ceiling of 1% of the net profits of the Company 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 of Directors be and is hereby authorized on behalf of the Company to execute agreements, deeds and any other related and necessary documents as may be required and to do all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution."

Item No. 5 – Ratification to the appointment of Mr. Ratnakar M. Gutte as a Chief Mentor of the Company (Place of profit).

"**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any of the Companies Act, 2013 and the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded and the Company hereby ratifies and confirms the appointment of Mr. Ratnakar M. Gutte who is related party under the Act to hold office of Chief Mentor of the Company (Place of profit) from 27th January 2017 on the terms and conditions including the payment of remuneration as set out in the explanatory statement annexed to this notice and authority to the Board of Directors to alter and vary the terms & conditions of the said appointment in such manner as may be mutually agreed.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized on behalf of the Company to execute agreements, deeds and any other related and necessary documents as may be required and to do all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution."

By order of the Board of Directors
For **Sunil Hitech Engineers Limited**
Sd/-
Shrikant C. Rikhe
Company Secretary

Date: 25th January, 2017
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 27th January, 2017. 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 27th January, 2017.
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. 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 27th January, 2017 will be considered for the purpose of E-voting and Postal Ballot voting.
10. The last date specified by the company for receipt of duly completed postal ballot forms or e-voting i.e. on 16th March, 2017 shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.
11. 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.
12. 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 Wednesday, 15th February, 2017 (09:00 a.m.) and ends on Thursday, 16th March, 2017 (05:00 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 (record date) of 27th January, 2017 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 <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 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) **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.

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 Wednesday, 15th February, 2017 (09:00 a.m.) and ends on Thursday, 16th March, 2017 (05:00 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 (record date) of 27th January, 2017, 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.

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

In terms of the provisions of Section 186(2) of the Companies Act, 2013, no Company shall grant any loan to any person or body corporate or give any guarantee or provide any security to any loan taken by any person or body corporate in excess of 60% of the total of the paid-up share capital and free reserves or 100% of the free reserves and securities premium, whichever is higher, without the prior approval of the Shareholders by means of a Special Resolution.

The Company undertakes various projects by itself and through its subsidiaries/group companies, for which there is a requirement for funds, loans by the subsidiaries/group companies. Also, various loans obtained by subsidiaries/group companies require the company to provide security or give guarantee for these said loans. Accordingly, in order to meet these funding requirements and ensure necessary compliances of the provisions of the Companies Act, 2013, the Board of Directors, hereby propose the increase in the limits u/s 186(2) to Rs. 1000 Crores.

The Board of Directors of the Company recommends the Special Resolution at Item no.1 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 except to the extent of their shareholding, if any. The proposed resolution does not relate to or affect any other Company.

Item No. 2

For execution of various projects your company is required to enter into contracts/ agreements/arrangements/transactions, whether material or not with its Subsidiary VAG Buildtech Private Limited specialized in all kinds of infrastructure and construction projects, construction, repair, maintenance of roads, highways or work of any description, from time to time.

VAG Buildtech Private Limited is related party within the Section 2 (76) of the Companies Act, 2013. The related party transactions are entered into based on considerations of various business exigencies, such as synergy in operations, sectoral specialization and the Company's long-term strategy for sectoral investments, optimization of market share, profitability, legal requirements, liquidity and capital resources, etc.

In terms of provisions of Section 188(1) of the Companies Act, 2013 ('the Act') and rules made thereunder, no company shall enter into the contracts/agreements/arrangements/ transactions exceeding following limit without the prior approval of the Shareholders by means of an ordinary resolution.

1. Sale, Purchase or supply of any goods or materials directly or through appointment of agent exceeding 10% of turnover of the company or Rs. 100 crores which ever is lower (Section 188(1)(a) of the Act) and
2. Availing or rendering of any services directly or through appointment of agent exceeding 10% of turnover of the company or rupees fifty crores whichever is lower (Section 188(1)(b) of the Act).

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

Disclosure under Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014.

Sr. No.	Particulars	Details
a.	Name of Related Party	VAG Buildtech Private Limited
b.	Name of Director or key managerial personnel who is related, if any.	Directors/Key managerial personnel 1. Mr. Sunil R. Gutte 2. Mr. Vijay R. Gutte 3. Mrs. Sudhamati R. Gutte 4. Mr. Venkataramana Condoor
c.	Nature of relationship	VAG Buildtech Private Limited -Subsidiary Company
d.	Nature, material terms, and particulars of the contract or arrangement	1. Sale, Purchase or supply of any goods or materials directly or through appointment of agent. 2. Availing or rendering of any services directly or through appointment of agent
e.	Monitory value	1. Sale, Purchase or supply of any goods or materials directly or through appointment of agent – Rs. 600 Crores. 2. Availing or rendering of any services directly or through appointment of agent – Rs. 200 Crores.
f.	Any other information relevant or important for the members to take a decision on the proposed resolution	-

Except Mr. Sunil R. Gutte, Mrs. Sudhamati R. Gutte, Mr. Vijay R. Gutte, Mr. Venkataramana Condoor and their relatives 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 except to the extent of their shareholding, if any. The proposed resolution does not relate to or affect any other Company.

Item No. 3 –

The Board of Directors of the Company at its meeting held on 25th January, 2017 has recommended the reappointment of Mr. Vijay R. Gutte as a Whole time Director of the Company for a period of five years w.e.f. 29th May, 2017 to 28th May, 2022 as his period of appointment is expiring on 28th May, 2017 on such terms and conditions as mentioned hereunder.

The Company has received a declaration from Mr. Vijay R. Gutte that he is not disqualified to be reappointed as a Whole time Director of the company. The appointment and remuneration of Mr. Vijay R. Gutte is as per the recommendations of Nomination and Remuneration Committee and approval of the Board and is subject to provisions of Companies Act, 2013 and rules made thereunder.

The remuneration payable to Mr. Vijay R. Gutte and the terms and conditions for the re-appointment are given below:

a. Term of appointment: - Five years with effect from 29th May, 2017 to 28th May, 2022.

b. Details of Remuneration: Minimum basic of Rs. 1,50,000 p.m. but not exceeding Rs. 4,00,000 p.m. plus HRA @ 50% of basis salary and other pay, allowances, perquisites as admissible to the status and grade and on terms and conditions as may be decided by the Board of Directors from time to time.

c. The Company will make suitable contribution towards Provident Fund as per applicable Act, rules and regulations.

Other terms and conditions:

The terms and conditions of appointment of Mr. Vijay R. Gutte may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013.

A brief profile of Mr. Vijay R. Gutte:

A brief resume: Mr. Vijay R. Gutte is an MBA with specialisation in marketing and finance; Mr. Vijay Gutte's competencies lie in the areas of banking, finance, taxation and last but not the least, the airline industry.

To his credit, he has completed various projects in these fields, thus helping build the Company's' prestige. Since his induction in 2007, he has transformed Sunil Hitech's finance vertical into a highly robust one. He continuously monitors transactions to analyse defects and ascertain their causes and identify remedies for the same. Mr. Vijay Gutte has been responsible for investing in webenabled capabilities to connect with vendors, customers, employees and managers. His strengths are building leadership qualities in people who work with him and maintaining a healthy professional environment in the Company.

Nature of expertise in specific functional areas: Finance, Banking and taxation.

Relationships between directors inter-se: Mr. Vijay R. Gutte belongs to the promoters of the Company. He is brother of Mr. Sunil R. Gutte, Managing Director and son of Mrs. Sudhamati R. Gutte, Director.

Names of companies in which Mr. Vijay R. Gutte also holds the directorship and the membership of Committees of the board:

Directorship Details:

1) Seam Industries Limited
2) Sunil Hitech Energy Private Limited
3) Trimurti Towers Private Limited
4) VRG Digital Corporation Private Limited
5) VRG Motion Pictures Private Limited
6) Infrastructure Construction & Operations Management Institute
7) VRG Training & Consulting Private Limited

Membership in Committees:

1) Sunil Hitech Engineers Limited - Audit Committee
2) SEAM Industries Limited – Audit Committee

No. of shares held: Nil

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The Board of Directors of the Company recommends the Special Resolution at Item no. 3 of the accompanying notice for the approval of members of the Company through Postal Ballot/ E- Voting.

Except Mr. Sunil R. Gutte, Mr. Vijay R. Gutte, Mrs. Sudhamati R. Gutte, Mr. Venkataramana Condoor and their relatives 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 except to the extent of their shareholding, if any. The proposed resolution does not relate to or affect any other Company.

Item No. 4:

The Board of Directors of the Company at its meeting held on 25th January, 2017 has changed designation of Mrs. Sudhamati R. Gutte from Whole time Director to Non-Executive Director of the Company who has stepped down from the position of Whole-Time Director of the Company w.e.f. 25th January, 2017 and she shall be paid a commission/ remuneration not exceeding Rs. 6 lacs per month which shall not at any time exceed the ceiling of 1% of the net profits of the Company as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

The Company has received a declaration from Mrs. Sudhamati R. Gutte that she is not disqualified to be appointed as a Non-executive Director of the company. The appointment and remuneration of Mrs. Sudhamati R. Gutte is as per the recommendations of Nomination and Remuneration Committee and approval of the Board and is subject to provisions of Companies Act, 2013 and rules made thereunder.

A brief profile of Mrs. Sudhamati R. Gutte:

A brief resume of the director: Mrs. Sudhamati R. Gutte has been immensely contributing to the growth of the business by laying stress on team building and motivation. She manages the Administration and Back-office functions of the Company.

With more than 18 years hands on experience in management and administration of the company, Mrs. Gutte ensures smooth functioning of the processes. She believes in interacting with employees to ascertain grey areas in the overall working of departments and suggests remedial measures to help teams overcome them so that the employees can utilise their time and expertise to the optimal level in the organisation.

Nature of expertise in specific functional areas: Management and Administration.

Relationships between directors inter-se: Mrs. Sudhamati R. Gutte belongs to the promoters of the Company. She is mother of Mr. Sunil R. Gutte, Managing Director and Mr. Vijay R. Gutte, Whole time Director.

Names of companies in which Mrs. Sudhamati R. Gutte also holds the directorship and the membership of Committees of the board:

Directorship Details:

1) Yogeshwari Hatcheries Private Limited
2) S R Mechanicals Private Limited
3) Shanti-Laxmi Contractors Private Limited

Committee Details: Nil

No. of shares held: 4488860.

The Board of Directors of the Company recommends the Special Resolution at Item no. 4 of the accompanying notice for the approval of members of the Company through Postal Ballot/ E- Voting.

Except Mr. Sunil R. Gutte, Mr. Vijay R. Gutte, Mrs. Sudhamati R. Gutte, Mr. Venkataramana Condoor and their relatives 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 except to the extent of their shareholding, if any. The proposed resolution does not relate to or affect any other Company.

Item No. 5:

The Board of Directors of the Company at its meeting held on 25th January, 2017 has appointed Mr. Ratnakar M. Gutte as a Chief Mentor of the Company (Place of profit) from 27th January, 2017 who has opted for retirement from the office of Chairman and Whole time Director of the Company, on such terms and conditions as mentioned hereunder.

The appointment and remuneration of Mr. Ratnakar M. Gutte is as per the recommendations of Audit Committee of the Company and approval of the Board and is subject to provisions of Companies Act, 2013 and rules made thereunder.

Mr. Ratnakar M. Gutte, promoter of Sunil Hitech Engineers Limited, is a first generation entrepreneur. He started his career with a contractor engaged in rendering services to The State Electricity Board. Here he worked as a helper, expert welder and a fitter. In all these roles, it was only his determination to excel in his work that made him rise to his current status in the industry.

The Company has benefitted from his 35 years of rich experience in project execution, especially in the areas of fabrication, erection, testing and commissioning of power plants. Right from understanding the intricacies of civil construction and machinery installation to an un-matched understanding of finance, banking, taxation, general management and commercial matters, he steered SHEL towards success and growth. After his retirement from the Office of Chairman, his presence in the Company as a Chief Mentor shall build up confidence and add value to the organisation, that will help Company to achieve short term and long term goals effectively.

Mr. Ratnakar M. Gutte is a related party within the Section 2 (76) of the Companies Act, 2013 (the Act) and such appointment is required to be ratified within a period of three months as per Section 188 (3) of the Act, if prior approval of members is not obtained for payment of monthly remuneration exceeding two and half lakh rupees.

The Board of Directors of the Company recommends the Ordinary Resolution at Item no. 5 of the accompanying notice for the approval of members of the Company through Postal Ballot/ E- Voting.

Disclosure under Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014.

Sr. No.	Particulars	Details
a.	Name of Related Party	Ratnakar M. Gutte
b.	Name of Director or key managerial personnel who is related, if any.	Directors/Key managerial personnel 1. Mr. Sunil R. Gutte 2. Mr. Vijay R. Gutte 3. Mrs. Sudhamati R. Gutte 4. Mr. Venkataramana Condoor
c.	Nature of relationship	Relative of Directors and belongs to promoters group
d.	Nature, material terms, and particulars of the contract or arrangement	Appointment as a Chief Mentor (Place of Profit)
e.	Monitory value	Not exceeding Rs. 10 lacs per month
f.	Any other information relevant or important for the members to take a decision on the proposed resolution	-

Except Mr. Sunil R. Gutte, Mr. Vijay R. Gutte, Mrs. Sudhamati R. Gutte, Mr. Venkataramana Condoor and their relatives 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 except to the extent of their shareholding, if any. 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: 25th January, 2017
Place: Mumbai

SUNIL HITECH ENGINEERS LIMITED

CIN: L28920MH1998PLC115155
Reg. Off.: 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 25th January, 2017 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	To Increase limits u/s 186 of the Companies Act, 2013 for Inter-Corporate Loans or Investments and to give Guarantees or to provide Security in connection with loan(s).			
2	To approve related party transactions.			
3	To approve re-appointment of Mr. Vijay R. Gutte (DIN: 01179049) as a Whole time Director of the Company.			
4	To change designation of Mrs. Sudhamati R. Gutte (DIN: 01174733) from Whole-time Director to Non-Executive Director of the Company.			
5	Ratification to the appointment of Mr. Ratnakar M. Gutte as a Chief Mentor of the Company (Place of profit).			

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 Thursday, 16th March, 2017. 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 27th January, 2017.

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. 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 Thursday, 16th March, 2017.

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 18th March, 2017 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.