

Ref No: SEC/NSE/BSE/
August 29, 2016

The Manager, Capital Market (Listing)
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No : C/1 , G Block
Bandra Kurla Complex
Bandra (E), Mumbai-400 051

The Corporate Relationship Dept.
BSE Limited
1st Floor, New Trading Ring,
Rotunda Building, P.J.Towers,
Dalal Street, Mumbai-400 001

Stock Code: Equity – Sintex EQ

Stock Code: Equity 502742

Dear Sir,

Sub.: Notice of 85th Annual General Meeting and Intimation of remote E-voting facility

The Notice calling the 85th Annual General Meeting of the members of the Company on Monday, September 26, 2016 at 10:30 a.m., containing the business to be transacted thereat, is attached herewith.

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

Kindly find the same in order.

Thanking You.

Yours Faithfully,
For SINTEX INDUSTRIES LIMITED



Hitesh T. Mehta
Company Secretary



Encl.: a/a

SINTEX INDUSTRIES LIMITED

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

www.sintex.in



SINTEX INDUSTRIES LIMITED

CIN : L17110GJ1931PLC000454

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

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

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

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 85TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF SINTEX INDUSTRIES LIMITED WILL BE HELD AS SCHEDULED BELOW:

DATE : 26th September, 2016

DAY : Monday

TIME : 10.30 a.m.

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

to transact the following Businesses:-

ORDINARY BUSINESS:

- (1) To receive, consider and adopt;
 - (a) the audited financial statement of the Company for the financial year ended March 31, 2016, the Reports of the Board of Directors and the Auditors of the Company thereon.
 - (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2016.
- (2) To declare a dividend on equity shares of the Company.
- (3) To appoint a Director in place of Mr. Dinesh B. Patel, (holding DIN : 00171089), liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
- (4) To appoint a Director in place of Mr. Rahul A. Patel, (holding DIN : 00171198), liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
- (5) To ratify the appointment of auditors of the Company, and to fix their remuneration and to pass the following resolution as an **ordinary resolution:**

"RESOLVED THAT, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules

made thereunder, pursuant to the recommendations of the audit committee of the Board of Directors and pursuant to the resolution passed by the members at the 83rd AGM held on August 1, 2014, the appointment of M/s Shah & Shah Associates, (FRN 113742W), Chartered Accountants, Ahmedabad as the auditors of the Company to hold office till the conclusion of the 86th AGM of the Company, be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2017 as may be determined by the Audit Committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the Board of Directors."

SPECIAL BUSINESS :

- (6) Enhancement of borrowing limits from ₹8,000 Crores to ₹9,000 Crores.

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

"RESOLVED THAT in supersession of resolution passed by the members at the 84th Annual General Meeting of the Company held on 31st August, 2015 and pursuant to the provisions of section 180[1][c] of the Companies Act, 2013 ["Act"] and other applicable provisions of the Act and Rules made thereunder [including any statutory modifications or re-enactments thereof], all other applicable provisions, if any, and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company ["Board"] to borrow, from time to time, any sum or sums of money [including non-fund based banking facilities], in any currency, whether Indian or foreign, as may be required for the business of the Company, from one or more Banks, Financial Institutions and other persons, firms, bodies corporate, whether in India or abroad, with or without security, notwithstanding that the monies so borrowed together

with the monies already borrowed [apart from temporary loans obtained from the Company's Bankers in the ordinary course of business] may at any time exceed the aggregate of the paid up Capital of the Company and its Free Reserves [reserves not set apart for any specific purpose] provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of ₹9,000 Crores (Rupees Nine Thousand Crores only) and the Board be and is hereby authorized to decide all the terms and conditions in relation to such borrowing, at its absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required."

(7) Creation of charge on Company's properties / assets.

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

"RESOLVED THAT pursuant to the provisions of section 180[1][a] of the Companies Act, 2013 and all other applicable provisions of the Act and the Companies (Registration of Charges) Rules, 2014 [including any statutory modifications or re-enactments thereof] ["Act"], all other applicable provisions, if any, and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company ["Board"] to exercise its powers, including the powers conferred by this resolution of the Company, to mortgage, hypothecate, pledge and / or charge, in addition to the mortgage, hypothecation, pledge and / or charge already created, in such form, manner and ranking and on such terms as the Board deems fit in the interest of the Company, on all or any of the movable and / or immovable properties of the Company [both present and future] and / or any other assets or properties, either tangible or intangible, of the Company and / or the whole or part of any of the undertaking in favour of the Lender[s], Agent[s] and Trustee[s], for securing the borrowing availed or to be availed by the Company, by way of loans, debentures [comprising fully / partly Convertible Debentures and / or Non-convertible Debentures or any other securities], to give a collateral security for the borrowings/guarantees of any group/associate Company or otherwise to charge the assets of the Company or otherwise, in foreign currency or in Indian rupees, from time to time, upto the limits approved or as may be approved by the shareholders under section 180[1][c] of the Act [including any statutory modifications or re-enactments thereof] and other applicable provisions, along with interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and

all other monies payable by the Company including any increase as a result of devaluation / revaluation / fluctuation in the rate of exchange and the Board be and is hereby authorized to decide all terms and conditions in relation to such creation of charge, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required."

(8) Issue of Unsecured / Secured Redeemable Non-Convertible Debentures / Bonds by way of private placement.

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

"RESOLVED THAT pursuant to the provisions of sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 read with rule 14 of the Companies [Prospectus and Allotment of Securities] Rules, 2014 and the Companies (Share capital and Debentures) Rules, 2014 [including any statutory modifications or re-enactments thereof] ["Act"], the Securities and Exchange Board of India [Issue and Listing of Debt Securities] Regulations, 2008, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable SEBI regulations and guidelines, Foreign Exchange Management Act & RBI Guidelines, the Memorandum of Association and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company ["Board"] to raise funds through Private Placement of Unsecured / Secured Redeemable Non-Convertible Debentures["NCDs"] /Bonds for an amount not exceeding ₹1,000 Crores (Rupees One Thousand Crores only) subject to the total borrowing of the Company not exceeding the borrowing powers approved by the shareholders under section 180[1][c] of the Act to eligible investors [whether residents, non-residents, institutions, banks, incorporated bodies, mutual funds, venture capital funds, financial institutions, individuals, trustees, stabilizing agents or otherwise and whether or not such investors are members of the Company], either in Indian Rupees or an equivalent amount in any foreign currency, in one or more tranches, during the period of one year from the date of passing of Special Resolution by the shareholders on such terms and conditions as the Board may from time to time determine proper and beneficial.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, invitation, issue or allotment through private placement of NCDs, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may,

in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, finalizing the form / placement documents / offer letter, timing of the issue[s], including the class of investors to whom the NCDs are to be allotted, number of NCDs to be allotted in each tranche, issue price, redemption, rate of interest, redemption period, allotment of NCDs, appointment of lead managers, arrangers, debenture trustees and other agencies, entering into arrangements for managing the issue, issue placement documents and to sign all deeds, documents and writings and to pay any fees, remuneration, expenses relating thereto and for other related matters and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer[s] or issue[s] or allotment[s] as it may, in its absolute discretion, deem fit."

- (9) To approve availing of the Financial Assistance having an option available to the Lenders for conversion of such Financial Assistance into Equity Shares of the Company upon occurrence of certain events

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

"RESOLVED THAT pursuant to the provisions of Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and subject to such approval(s) and condition(s) as may be applicable, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which expression shall be deemed to include any Committee duly constituted by the Board to exercise its powers, including the powers conferred by this Resolution) in respect of availing of the Financial Assistance (comprising loans, debentures or any other financial assistance categorised as loans), inter-alia, up to an amount and in a manner as approved by the Shareholders of the Company under Section 180(1) (c) of the Companies Act, 2013, on terms and conditions contained in the respective financing documents as may be approved by the Board from time to time, which terms and conditions may, inter alia, provide for an enabling option to the Lenders, at their absolute discretion, on one or more occasions during the currency of such Financial Assistance, (i) upon occurrence of a default in payment of Interest or repayment of any Installment or Interest thereon or any combination thereof, subject to notice of such default and a cure period for the said default as may be agreed to by the relevant Lenders; and/or (ii) in accordance with the rights conferred on

the Lenders pursuant to any regulations of Reserve Bank of India as may be modified from time to time; to convert the whole or any part of such outstanding Financial Assistance into fully paid up Equity Shares of the Company, as per the relevant guidelines of the Securities Exchange Board of India or such other method as may be prescribed, and in the manner specified in a notice in writing (which shall be in accordance with the applicable law) to be given by the relevant Lenders (or their agents or trustees) to the Company ("Notice of Conversion") and consequently the right to sell such shares, so converted to any third party through Stock Exchanges or otherwise.

RESOLVED FURTHER THAT upon receipt of Notice of Conversion, the Board be and is hereby authorised to do all such acts, deeds and things, including allotment and issue of requisite number of fully paid up Equity Shares in the Company to such Lenders, as it deems fit.

RESOLVED FURTHER THAT the Equity Shares to be so allotted and issued to such Lenders pursuant to its exercising the right of conversion under the said financing documents shall carry, from the date of such conversion, the right to receive the dividends and other distributions declared or to be declared in respect of the Equity Capital of the Company.

RESOLVED FURTHER THAT the Equity Shares to be so allotted and issued to such Lenders pursuant to its exercising the right of conversion under the said financing documents shall rank pari passu in all respects including dividend with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid terms providing for such option.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable or as may be required to create, offer, issue and allot the aforesaid shares, to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection with or incidental thereto as the Board in its absolute discretion may deem fit, without it being required to seek any further consent or approval of the Members or otherwise to the end and intent

that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby also authorised to delegate all or any of the powers herein conferred by this Resolution on it, to any Committee of Directors or any person(s), as it may in its absolute discretion deem fit in order to give effect to this Resolution."

- (10) To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2017.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

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

- (11) To consider and determine the fees for delivery of any document through a particular mode of delivery to a member.

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

"RESOLVED THAT pursuant to section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules prescribed thereunder, upon receipt of a request from a Member for delivery of any document through a particular mode, an amount of ₹250/- (Rupees Two Hundred Fifty Only) per each such document, over and above reimbursement of actual expenses of delivery of the documents incurred by the Company, be levied as and by way of fees for sending the document to him in the desired particular mode.

RESOLVED FURTHER THAT the estimated fees for delivery of the document shall be paid by the member ten days in advance to the Company, before dispatch of such document and that no such

request shall be entertained by the company post the dispatch of such document by the company to the Member.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to be paid in advance."

- (12) To consider and decide place of maintaining and keeping Register of Members & others at place other than the Registered Office of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 94(1) and other applicable provisions of the Companies Act, 2013 read with rule 5 (2) of the Companies (Management and Administration) Rules, 2014, consent of the Members of the Company be and is hereby accorded to maintain and keep the Company's registers required to be maintained under Section 88 of the Companies Act, 2013 and copies of annual returns filed under Section 92 of the Companies Act, 2013 or any one or more of them, at the Office of Company's Registrar and Share Transfer Agent, viz. M/s. Link Intime India Pvt. Ltd. at C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (West), Mumbai – 400078 or 303, 3rd Floor, Shoppers Plaza-V, Opp. Municipal Market, Off C. G. Road, Navrangpura, Ahmedabad - 380 009 or at such other place in India, as permissible under the relevant provisions, as the Board may from time to time decide instead of and/or in addition to the said registers or copy of returns being kept and maintained at the Registered Office of the Company."

By Order of the Board of Directors

Registered Office:

Kalol (N.G.) – 382 721

Dist: Gandhinagar, Gujarat, India

Date: 28th July, 2016

Hitesh T. Mehta

Company Secretary

NOTES:

- a) A MEMBER entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- b) The relative Explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013, in respect of the special business under item No. 6 to 12 are annexed hereto.
- c) The Company has fixed Tuesday, 9th August, 2016 as the Record Date to ascertain the entitlement for the payment of the Dividend for the financial year ended March 31, 2016.
- d) Subject to the provisions of Section 126 of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the Annual General Meeting, will be dispatched/ remitted commencing on or from 30.09.2016.
- e) All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection by the Members at the registered office of the Company on all working days during normal business hours up to the date of the Annual General Meeting.
- f) In terms of the provisions of Section 205(c) of the Companies Act, 1956 (pending notification of Section 124 of the Companies Act, 2013), the amount of dividend not encashed or claimed within 7 (seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund established by the Government.
- g) Members who have neither received nor encashed their dividend warrant(s) for the financial years 2008-09 upto 2014-15, are requested to write to Company's Registrar & Share Transfer Agent, Link Intime India Pvt. Ltd., Unit No 303, 3rd Floor, Shoppers Plaza V, Opp. Municipal Market, Behind Shoppers Plaza II, Off C G Road, Ahmedabad - 380009, mentioning the relevant Folio number or DP ID and Client ID, for issuance of duplicate/revalidated dividend warrant(s).
- h) Members holding shares in physical form are requested to promptly notify in writing any changes in their address/bank account details to Company's Registrar & Share Transfer Agent, Link Intime India Pvt. Ltd., Unit No 303, 3rd Floor, Shoppers Plaza V, Opp. Municipal Market, Behind Shoppers Plaza II, Off C G Road, Ahmedabad - 380009. Members holding shares in electronic form are requested to notify the changes in the above particulars, if any, directly to their Depository Participants (DP).
- i) Copies of the Annual Report 2015-2016 are being sent through electronic mode to such members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes, unless any member has requested for a hard copy of the same. For members whose email addresses are not available with the Company, physical copies of the Annual Report 2015-2016 are being sent pursuant to provisions of the Companies Act, 2013.
- j) A Route map showing directions to reach the venue of the 85th AGM is given at the end of this Notice as per the requirement of Secretarial Standard-2 on "General Meeting".
- k) Voting through Electronic means :
- Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation (1) & (2) of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Annual General Meeting by electronic means. The members may cast their votes using an electronic voting system through remote e-voting services provided by Central Depository Services (India) Limited (CDSL) from a place other than the venue of the Meeting.
 - The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 - The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the Agency to provide e-voting facility.
 - The Board of Directors of the Company has appointed M/s. M. C. Gupta & Co., Company Secretaries, (Membership No. FCS :2047) (Address : 703, Mauryansh Elanza, Nr. Parekh's Hospital, Shyamal Cross Roads, Ahmedabad - 380015) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

- The Members whose names appear in the Register of Members / List of Beneficial Owners as on 19.09.2016 (cut – off date) are entitled to vote on the resolutions set forth in this Notice.

PROCEDURE FOR E-VOTING:

The instructions for shareholders voting electronically are as under:

- The voting period will commence on 23.09.2016 (10:00 a.m.) and will end on 25.09.2016 (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, 19.09.2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. A person who is not a member as on cut-off date should treat this Notice for information purpose only.
- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on Shareholders.
- Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- 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.
- 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 Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- After entering these details appropriately, click on "SUBMIT" tab.
- 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.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- 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.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 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.
- 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- 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.

General Instructions:

- i. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 19.09.2016.
- ii. Members can opt for only one mode of voting, i.e., either by

remote e-voting or physical poll. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical poll will be treated as invalid.

- iii. Members who do not have access to remote e-voting facility have been additionally provided the facility of voting through Ballot paper at the Meeting and Members attending the Meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting.
- iv. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
- v. The result of the voting on the Resolutions at the Meeting will be announced by the Chairman or any other person authorized by him forthwith on receipt of the Scrutinizers Report. In case of queries/grievances connected with e-voting, Members/Beneficial owners may contact CDSL at e-mail -helpdesk.evoting@cdslindia.com.

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

ANNEXURE TO THE NOTICE

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

Item No. 6

In order to meet the long-term fund requirements of the Company for expansion and/or modernization of existing business, capital expenditure, working capital requirements, repayment of debts/indebtedness and for other approved general corporate objectives from time to time and to augment the Company's capital base and financial position, it was proposed by the Board at its meeting held on July 28, 2016 to increase the overall borrowing powers of the Company from existing ₹8,000 Crores (Rupees Eight Thousand Crores Only) to ₹9,000 Crores (Rupees Nine Thousand Crores Only).

In terms of the provisions of sections 180[1][c] of the Act and Rules made thereunder, the Board of Directors of the Company requires shareholder's approval by way of Special Resolution to borrow money in excess of aggregate of the paid-up share capital and its free reserves [reserves not set apart for any specific purpose] excluding temporary loans obtained from the Company's bankers in the ordinary course of business and to issue Unsecured / Secured Redeemable Non-Convertible Debentures / Bonds on private placement. The members of the Company by a resolution passed at the 84th Annual General Meeting of the Company held on 31st August, 2015 had accorded

consent to the Board of Directors for borrowing any sum or sums of money outstanding at any point of time, not exceeding the sum of ₹8,000 Crores (Rupees Eight Thousand Crores Only).

The resolution contained in Item No. 6 of the accompanying Notice, accordingly, seek shareholders' approval as Special Resolution for increasing the borrowing limits.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

Item No. 7

In terms of the provisions of section 180[1][a] of the Act and Rules made thereunder, the Board of Directors of the Company requires shareholders' approval by way of Special Resolution to create mortgages, charges and hypothecations, etc. to secure the borrowings, including Secured Redeemable Non-Convertible Debentures / Bonds on private placement basis.

The proposed borrowings by the Company, if required, is to be secured by mortgages or charges on all or any of the movable or immovable or any tangible or intangible assets / properties of the Company [both present and future] in favour of any lender, including the Financial Institutions / Banks / Debenture Trustees, etc. in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender[s].

The mortgages and the charges on any of the movable and / or immovable or any tangible or intangible assets / properties and / or the whole or any part the undertaking[s] of the Company may be regarded as disposal of the Company's undertaking[s] within the meaning of section 180[1][a] of the Act read with Rules made thereunder.

The resolution contained in Item No. 7 of the accompanying Notice, accordingly, seek members' approval for disposal of the Company's undertaking[s] by creation of mortgages, charges, etc. thereon and for authorising the Board of Directors [including committee thereof authorised for the purpose] of the Company to complete all the formalities in connection with creating charge on Company's properties.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

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

Item No. 8

In order to meet the additional fund requirements of the Company, it was proposed by the Board at its meeting held on July 28, 2016 to seek approval of the members to issue Unsecured / Secured Redeemable Non-Convertible Debentures / Bonds on private placement basis upto ₹1,000 Crores (Rupees One Thousand Crores Only).

In order to provide the necessary flexibility of structuring the borrowings of the Company in the optimal manner depending on the prevailing market conditions, it is proposed to borrow and raise by issue of Unsecured / Secured Redeemable Non-Convertible Debentures / Bonds ["NCDs"] on private placement basis, as may be appropriate and as specified in the approvals, from both Indian and International markets.

The Board has at its meeting held on July 28, 2016 recommended to the shareholders to give their consent to the Board of Directors or any Committee of the Board to borrow and raise funds by issue of NCDs on private placement basis, up to an amount of ₹1,000 Crores (Rupees One Thousand Crores Only) under section 42 and 71 read with section 179 of the Act. Such issue shall be subject to overall borrowing limits of ₹9,000 Crores (Rupees Nine Thousand Crores Only) as may be approved by shareholders and will be issued in terms of the provisions of the Act, Articles of Association of the Company and Securities and Exchange Board of India [Issue and Listing of Debt Securities] Regulations, 2008, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

Pursuant to sections 42 and 71 of the Act read with Rule 14 of the Companies [Prospectus and Allotment of Securities] Rules, 2014, a Company offering or making an invitation to subscribe to NCDs on a private placement basis is required to obtain prior approval of the shareholders by way of a Special Resolution. Accordingly, it is proposed to raise funds through Private Placement of NCDs in one or more tranches during the year starting from the date of approval of the Special Resolution by the shareholders of the Company. Such NCDs shall be issued to such person or persons, who may or may not be the members of the Company, as the Board or any duly constituted Committee of the Board or such other authority as may be approved by the Shareholders / Board, may think fit and proper.

The resolution contained in Item No. 8 of the accompanying Notice, accordingly, seek members' approval for raising funds through Private Placement of NCDs in one or more tranches during a year starting from the date of approval of Special Resolution by the members of the Company and authorizing the Board of Directors [or any duly constituted Committee of the Board or such other authority as may be

approved by the Board] of the Company to complete all the formalities in connection with the issue of NCDs.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

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

Item No. 9

Section 62(1)(c) of the Companies Act, 2013, inter-alia, provides that where at any time, a company having a share capital proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered to any person, if it is authorized by a special resolution either for cash or for a consideration other than cash, and the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed.

Further, Section 62(3) of the Companies Act, 2013, provides that nothing in Section 62 shall apply to the increase of the subscribed capital of a company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company; provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the company in General Meeting.

Pursuant to the Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, the Members of the Company in their General Meeting held on 31st August, 2015 accorded its consent to the Board of Directors of the Company to borrow any sum or sums of monies (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business), from time to time, in such form and manner and on such terms and conditions as the Board may deem fit, such that the total amount borrowed and outstanding at any time shall not exceed ₹8,000 Crores (Rupees Eight Thousand Crores Only) and to create charges on the Company's properties for securing the borrowings within the above limits and working capital facilities availed or to be availed by the Company, which is proposed to be enhanced to ₹9000 Crores at the ensuing 85th Annual General Meeting of the Company.

For the purposes of such Borrowings, the Company may, from time to time, be required to execute financing documents, which provides for an enabling option to the Lenders, to convert the whole or any part of such outstanding Financial Assistance (comprising loans, debentures or any other financial assistance categorised as loans), into fully paid up Equity Shares of the Company;

- I. upon occurrence of a default in payment of Interest or repayment of any Installment or Interest thereon or any combination thereof, subject to an appropriate notice of default and a cure period for the said default as may be agreed to; and /or
- II. in accordance with the rights conferred on the Lenders pursuant to any regulations of Reserve Bank of India as modified from time to time.

Such conversion, in the events as mentioned above, will be at a price in accordance with the relevant guidelines of the Securities Exchange Board of India or such other method as may be prescribed.

In line with the changes in the Companies Act and various directives issued by the Reserve Bank of India, the Company has been advised to pass a Special Resolution under Section 62(3) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and rules made thereunder for enabling the Lenders to convert the outstanding Financial Assistance (comprising loans, debentures or any other financial assistance categorised as loans), into Equity Shares of the Company upon the occurrence of certain events, as aforesaid. The Company hereby clarifies that this resolution is merely an enabling resolution and there are no proposals of conversion of loan into Equity, either pending or envisaged currently.

Accordingly, the Board recommends the proposed Special Resolution as set out at item no. 9 of the accompanying Notice an enabling Resolution under the provisions of Section 62(3) and other applicable provisions of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 10

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Cost Auditors to conduct the audit of the cost records of Plastic Division of the Company and Textile Division of the Company for the financial year ending March 31, 2017 as per the following details.

(Amount in ₹)			
Sr. No.	Name of the Cost Auditor	Segment of the Company	Audit fees
1	M/s. Kiran J. Mehta & Co. (FRN : 000025) (Lead Cost Auditor)	Textile Division	3,00,000
2	M/s V. H. Shah (FRN : 100257)	Plastic Division	3,00,000

In accordance with the provisions of Section 148 of the Act read with the

Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 10 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of the Notice.

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

Item No. 11

As per the provisions of section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the company in its Annual General Meeting.

Therefore, to enable the members to avail of this facility, it is desirable to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution.

Since the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting, the Directors accordingly recommend the Ordinary Resolution at item no. 11 of the accompanying notice, for the approval of the members of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no. 11 of the accompanying Notice.

Item No. 12

As required under the provisions of Section 94 the Companies Act, 2013, certain documents such as the Register of Members, Index of Members and certain other registers, certificates, documents etc., are required to be kept at the Registered Office of the Company. However, these documents can be kept at any other place within the city, town or village in which the registered office is situated or any other place in India in which more than one-tenth of the total members entered in the register of members reside, if approved by a Special Resolution passed at a General Meeting of the Company. Accordingly, the approval of the Members is sought in terms of Section 94(1) of the Companies Act, 2013, for keeping the aforementioned registers and documents at the Office of the Registrar and Transfer Agent, M/s. Link Intime India Pvt. Ltd. at C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (West), Mumbai – 400078 or 303, 3rd Floor, Shoppers Plaza-V, Opp. Municipal Market, Off C. G. Road, Navrangpura, Ahmedabad - 380 009 or at such other place in India, as permissible under the relevant provisions, as the Board may from time to time decide instead of and/or in addition to the said registers or copy of returns being kept and maintained at the Registered Office of the Company. A copy of the proposed resolution is being forwarded in advance to the Registrar of Companies, Gujarat, Ahmedabad, as required under the said Section 94 (1) of the Companies Act, 2013.

The Directors recommend the said resolution proposed vide Item No. 12 to be passed as Special Resolution by the Members.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no. 12 of the accompanying Notice.

By Order of the Board of Directors

Registered Office:

Kalol (N.G.) – 382 721

Dist: Gandhinagar, Gujarat, India

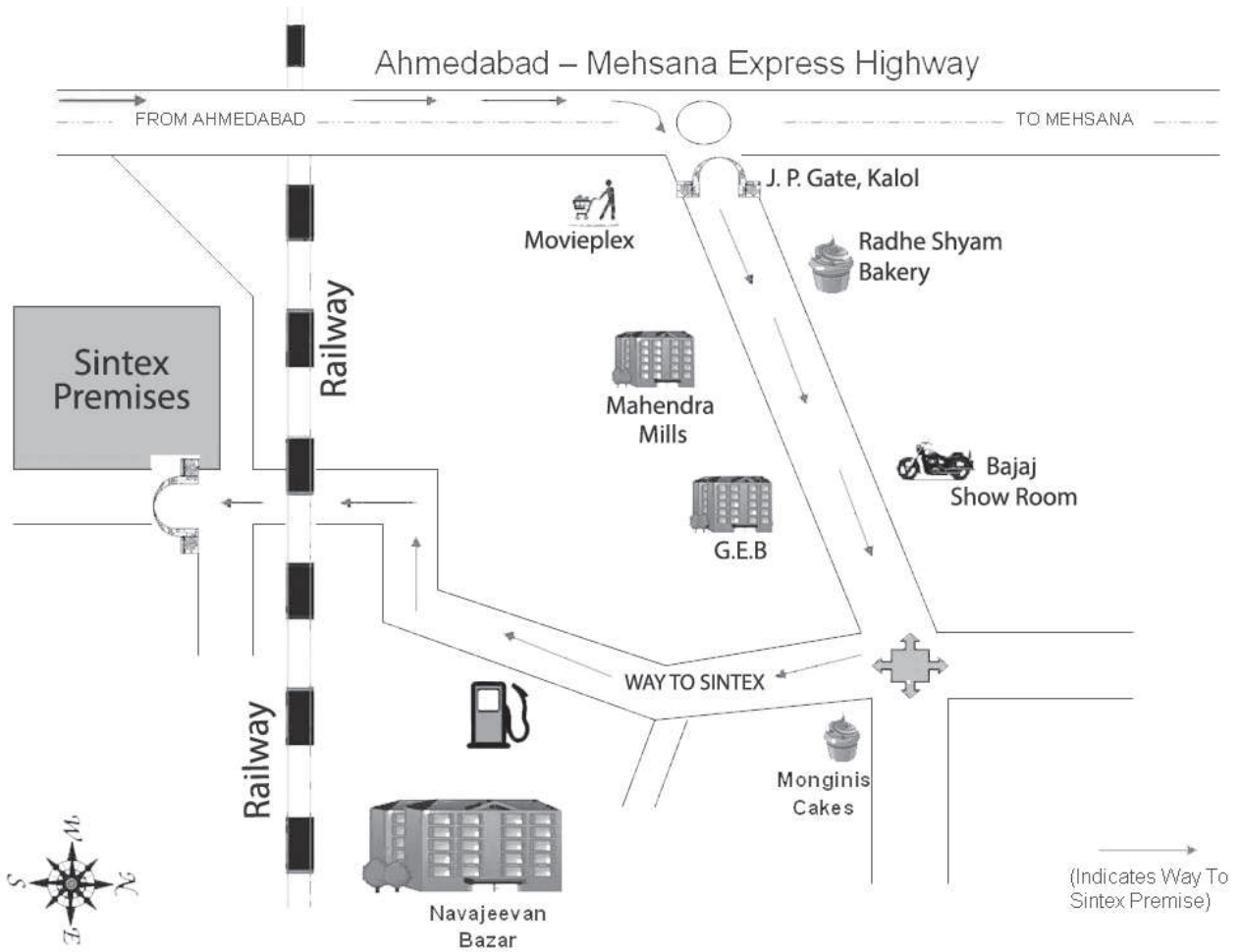
Date: July 28, 2016

Hitesh T. Mehta
Company Secretary

Details of Director seeking appointment/ reappointment at the forthcoming Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015)

Name of the Director	Mr. Dinesh B. Patel	Mr. Rahul A. Patel
Director Identification Number (DIN)	00171089	00171198
Date of Birth	04/07/1934	04/10/1959
Date of Appointment	25/08/1972	21/10/1993
Expertise in specific functional Area and experience	Industrialist with rich business experience in general of more than 60 years	Industrialist with rich business experience in general of more than 30 years
Qualification	B.Sc.	B.Com, M.B.A. (USA)
Director in other Public Limited Companies	1. Denis Chem Lab Ltd. 2. Sintex Plastics Technology Limited	1. Sintex-BAPL Limited 2. Sintex Infra Projects Limited 3. BVM Overseas Limited 4. Sintex Plastics Technology Limited (earlier known as Neev Educare Ltd.)
Membership of Committees in other Public Limited Companies	NIL	NIL
No. of Shares Held in the Company as on 31.03.2016 (Face Value ₹1/- per share)	2,47,860 Equity Shares	4,97,090 Equity Shares
Relationship between Directors inter se and Key Managerial Personnel	Mr. Dinesh B. Patel and Mr. Amit D. Patel are related to each other.	Mr. Arun P. Patel and Mr. Rahul A. Patel are related to each other.

ROUTE MAP





Sintex Industries Limited

CIN: L17110GJ1931PLC000454

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

Phone: +91-2764-253000, Fax: +91-2764-222868

Email: bvm@sintex.co.in, Web: www.sintex.in

ATTENDANCE SLIP

Name of the Shareholders:		
Address:		
Email-Id:		
Folio No./Client ID:		DP ID:

I hereby record my presence at the **85th Annual General Meeting** of the Company held on Monday, September 26, 2016 at 10.30 am at Registered Office : Kalol (N.G.) – 382 721, Dist.: Gandhinagar, Gujarat, India.

Signature of Shareholder / Proxy's

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



Sintex Industries Limited

CIN: L17110GJ1931PLC000454

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

Phone: +91-2764-253000, Fax: +91-2764-222868

Email: bvm@sintex.co.in, Web: www.sintex.in

FORM NO. MGT-11 PROXY FORM

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

Name of the Member(s):		
Registered Address:		
Email-Id:		
Folio No./Client ID:		DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint :

1. Name: Address:
E-mail Id:, or failing him;
2. Name: Address:
E-mail Id:, or failing him;
3. Name: Address:
E-mail Id:, or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **85th Annual General Meeting** of the company, to be held on Monday, September 26, 2016 at 10.30 a.m. at Regd. Office : Kalol (N.G.) – 382 721, Dist.: Gandhinagar, Gujarat, and at any adjournment thereof in respect of such resolutions as are indicated below:

P.T.O.



Resolution No.	Resolutions	For	Against
	Ordinary Business		
1	To Consider and adopt Audited Standalone financial statement, the Reports of the Board of Directors and the Auditors and Consolidated Financial Statements.		
2	Declaration of Dividend on equity shares.		
3	Re-Appointment of Mr. Dinesh B. Patel, liable to retire by rotation and being eligible, offers himself for re-appointment		
4	Re-Appointment of Mr. Rahul A. Patel, liable to retire by rotation and being eligible, offers himself for re-appointment		
5	Ratification of Appointment of Statutory Auditors of the Company.		
	Special Business		
6	Enhancement of borrowing limits from ₹8,000 Crores to ₹9,000 Crores		
7	Creation of charge on Company's properties / assets		
8	Issue of Unsecured / Secured Redeemable Non-Convertible Debentures / Bonds by way of private placement.		
9	Approval for availing of the Financial Assistance having an option available to the Lenders for conversion of such Financial Assistance into Equity Shares of the Company upon occurrence of certain events		
10	Approval To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2017.		
11	Consider and determine the fees for delivery of any document through a particular mode of delivery to a member.		
12	Consider and decide place of maintaining and keeping Register of Members & others at place other than the Registered Office of the Company.		

Signed this..... day of..... 2016

Signature of shareholder:.....

Affix
Revenue
Stamp here

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

Notes:

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