Sunil Hi Tech Engineers Limited

SUNIL HITECH ENGINEERS LIMITED

Registered Office: Ratnadeep, Jaynagar, P.O. Parli – Vaijnath , Dist. Beed - 431 520, Maharashtra
Corporate Office: 97, East High Court Road, Ramdaspeth, Nagpur - 440 010, Maharashtra

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting of the Members of Sunil Hitech Engineers Limited will be held on 31st January 2013 at 02.00 P.M. At Ratnadeep, Jaynagar, Parli, Vaijnath Dist Beed, Maharashtra, Pin – 431520, Registered office of the Company to transact the following special businesses:

1. **To Consider and, if thought fit, to pass with or without modification(s), the following resolution as a special resolution:**

"RESOLVED THAT pursuant to the provisions of section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof) and in accordance with the provisions of the Articles of Association of the Company, the listing agreement entered into between the Company and the Stock Exchanges, the Regulations, Guidelines, Circulars, Clarifications etc issued by the Central Government or State Government or Securities and Exchange Board of India (SEBI), from time to time, Rules Regulations, Notifications, Guidelines etc. framed by Reserve Bank of India (RBI) and other Statutory / Regulatory Authority(ies) from time to time and subject to such other approvals, permissions, consents and sanctions of such other authorities as may be required and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall also include any committee thereof), the consent of the Company be and is hereby accorded to the Board, to create, offer, issue and allot 30,00,000 (Thirty lacs only) Warrants convertible into equity shares (hereinafter referred to as "Warrants") to promoters group, persons acting in concert with promoters and companies under promoters group, whether such allottees(s) investors or persons are shareholders of the company or not, details of which are mentioned in the explanatory statement annexed hereto, on preferential allotment basis, on such terms and conditions and in such manner as the Board may think fit and each Warrant entitling the holder thereof to apply for and be allotted one equity share of face value of Rs. 10/- (Rs. ten only) at a price determined in accordance with the regulation or guidelines issued by SEBI or Central Government or any other Competent Authority in this regards and as amended from time to time and the conversion shall be made within a period not exceeding eighteen (18) months from the date of allotment of the warrants in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any amendment, modification thereof and any other regulations, guidelines issued hereunder by the Government of India from time to time.

RESOLVED FURTHER THAT the:

1 Warrants, offered and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

2 Equity Shares issued on conversion of the Warrants shall rank pari passu in all respects with the existing equity shares of the Company;

3 Relevant Date for the purpose of pricing of the Warrants and resultant Equity Shares is 1st January 2013 (or any other date if any notified by the relevant or competent authority) as per provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 including any statutory modifications or amendment thereof and any other regulations guidelines issued hereunder by the Government of India from time to time. i.e. a date 30 days prior to the date on which the meeting of the general body of shareholders is held, in terms of section 81(1A) of the Companies Act, 1956, to consider the proposed issue;

4 For the purpose of giving effect to this resolution, the Board be and is hereby authorized to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of warrants, as may be necessary in accordance with all applicable law, the terms of the offer and subject to the provisions of the Company's Articles of Association.

RESOLVED FURTHER THAT for giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the offer, issue and allotment of the Warrants and shares on exercise of the option relating to the warrants, and to prescribe the forms of application, enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions and sanctions which may be necessary or desirable, as they may deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of Directors of the Company to give effect to the aforesaid resolution(s)."

2. **To Consider and, if thought fit, to pass with or without modification(s), the following resolution as a special resolution:**

"RESOLVED THAT in accordance with the provisions of Foreign Exchange Management (Transfer or Issue of Security by a person resident outside India) Regulations, 2000 (including any amendment or modification thereof from time to time) or any other applicable law, FDI policy of the Government of India and subject to the approval of FIPB (Foreign Investment Promotion Board) or such other approvals as may be required hereunder, the consent of the company be and is hereby accorded for the investment by Foreign Institutional Investors (FIIs) or Sub Account(s) of Foreign Institutional Investor(s) in the equity share capital, specified securities or Warrants of the Company, either by direct investment or by purchase or otherwise by acquiring from the market under portfolio investment scheme on repatriation basis, upto 49% of the paid-up equity share capital of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds & things as may be necessary, proper and expedient for the purpose of giving effect to this resolution and for the matters connected therein or incidental thereto."

3. **To Consider and, if thought fit, to pass with or without modification(s), the following resolution as a special resolution:**

"RESOLVED THAT pursuant to the provisions of section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof) and in accordance with the provisions of the Articles of Association of the Company, the listing agreement entered into between the Company and the Stock Exchanges, the Regulations, Guidelines, Circulars, Clarifications etc issued by the Central Government or State Government or Securities and Exchange Board of India (SEBI), from time to time, Rules, Regulations, Notifications, Guidelines etc. framed by Reserve Bank of India (RBI) and other Statutory / Regulatory Authority(ies) from time to time and subject to the approval of Foreign Investment Promotion Board (FIPB) and such other approvals, permissions, consents and sanctions of such other authorities as may be required and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall also include any committee thereof), the consent of the Company be and is hereby accorded to the Board, to create, offer, issue and allot 49,50,000 (Forty nine lacs fifty thousand only) Warrants convertible into equity shares

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SECRETARY & COMPLIANCE OFFICER

(hereinafter referred to as "**Warrants**") to Foreign Institutional Investor(s) (FIIs), & / or Sub Account(s) of Foreign Institutional Investor(s) whether such FII(s), Sub Account(s) of FII(s), are the existing shareholders of the Company or not, details of which are mentioned in the explanatory statement annexed hereto on preferential allotment basis, on such terms and conditions and in such manner as the Board may think fit at a price determined in accordance with the regulations or guidelines issued by SEBI or Central Government or any other Competent Authority (including any amendment or modification thereof from time to time) in this regard.

RESOLVED FURTHER THAT pursuant to all applicable laws, regulations, guidelines, notifications, circulars framed or issued (including any amendment or modification thereof from time to time) by Government of India, Reserve Bank of India, Securities and Exchange Board of India or any other competent or statutory authority, the Warrants shall be issued to Foreign Institutional Investor(s), & / or Sub Account(s) of Foreign Institutional Investor(s) in excess of the limit of 24% of paid up or issued capital but upto the limit of 49% or such higher limit as may be permissible by the Government of India, Ministry of Finance, Reserve Bank of India, or Securities and Exchange Board of India or any other competent or statutory authority in this behalf.

RESOLVED FURTHER THAT the:

1. Warrants, offered and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
2. Equity shares issued on conversion of Warrants or otherwise shall rank pari passu in all respects with the existing equity shares of the Company;
3. Relevant Date for the purpose of pricing of the Warrants & Resultant Equity Shares is 1st January 2013 (or any other date if any notified by the relevant or competent authority from time to time) as per provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 including any statutory modifications or amendment thereof and any other regulations guidelines issued hereunder by the Government of India from time to time. i.e. a date 30 days prior to the date on which the meeting of the general body of shareholders is held, in terms of section 81(1A) of the Companies Act, 1956, to consider the proposed issue;
4. For the purpose of giving effect to this resolution, the Board be and is hereby authorized to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of warrants, as may be necessary in accordance with all applicable laws, the terms of the offer and subject to the provisions of the Company's Articles of Association.

RESOLVED FURTHER THAT for giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the offer, issue and allotment of the Warrants and shares on exercise of the option relating to the warrants, and to prescribe the forms of application, enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions and sanctions which may be necessary or desirable, as they may deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of Directors of the Company to give effect to the aforesaid resolution(s)."

FOR SUNIL HITECH ENGINEERS LIMITED

By Order of the Board
For Sunil Hitech Engineers Limited
Sd/-
Sandip Mishra
Company Secretary

COMPANY SECRETARY & COMPLIANCE OFFICER

Place: Nagpur
Date: 04.01.2013

Notes:

i. **A Member entitled to attend and vote at the meeting is entitled to appoint a proxy instead of himself/herself and such proxy need not be a member of the Company. Proxy forms to be valid shall be lodged with the Company, at its registered office, not less than 48 hours before the meeting.**
ii. Explanatory statement pursuant to section 173(2) of the Companies Act, 1956 is attached herewith.
iii. The Memorandum & Articles of Association of the Company are open for inspection of the members at the Registered Office and Corporate Office of the Company during the normal business hours at any time up to the date of the Extra Ordinary General Meeting and at the meeting.
iv. Certificate issued by M/s. Kapoor & Parekh Associates, Chartered Accountants and statutory auditors of the Company, certifying that the proposed issue of warrants on preferential basis is in accordance with regulations / guidelines framed by SEBI for preferential issues, is also available for inspection of members at the Registered Office during the normal business hours at any time up to the date of the Extra Ordinary General Meeting and at the meeting.
v. Members/ proxies should bring the attendance slip duly filled in for attending the Extra Ordinary General Meeting.
vi The Notice of the Extra Ordinary general meeting shall be sent by email to those shareholders whose mail ids are available with our RTA M/s Bigshare Services Services Pvt. Ltd. and by post to those shareholders whose email ids are not available. All shareholders are requested to provide their email ids. In case the shareholders could not receive the notice, they can access the notice at our official web site www.sunilhitech.com. The shareholders can send us their query by email at our official email id at cs@sunilhitech.com.

ANNEXURE TO NOTICE

EXPLANTORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

For Item No. 1

Your Board of Directors wants to expand the business operations and to venture into some new area like road constructions, housing projects, infrastructure projects etc. In order to meet the fund requirements for its aforesaid business plan and to meet its working capital requirements, the company will be required to generate long term resources by issue of securities. It is proposed to raise part of such long term resources by issue of Warrants. Each warrant will have the option to be exercised by the warrant holder to apply for and be allotted One equity share of the company of the face value of Rs.10/- each at a price to be determined in accordance with the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 including any statutory modifications or amendment thereof as amended from time to time.

Your Board at its meeting held on 04.01.2013, subject to the approval of the shareholders by way of special resolution and receipt of such other requisite statutory/regulatory approvals, permissions as may be required, has proposed to offer for subscription by way of Preferential Allotment 30,00,000 (Thirty lacs only) Warrants convertible into equity shares (hereinafter referred to as "Warrants") to promoters group, persons acting in concert with promoters and companies under promoters group, whether such allottees(s) investors or persons are shareholders of the company or not for cash at a price determined in accordance with the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 including any statutory modifications or amendment thereof. The Equity Shares allotted on exercise of option(s) attached to warrants to subscribe to Equity Shares as aforesaid shall rank pari passu with all existing shares of the Company in all respects including as to dividend & voting.

As per the provisions of section 81(1A) of the Companies Act, 1956 and all other laws applicable hereunder, a public company may make further issue of securities to any person on preferential basis, with the consent of existing shareholders by way of special resolution.

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The item no.1 of this Notice is proposed to be passed as special resolution under the provisions of Section 81 (1A) of the Companies Act, 1956 in view of the fact that the securities or warrants will be offered to persons on preferential basis who are not the existing Members.

A copy of the Certificate from M/s Kapoor & Parekh Associates, Chartered Accountants, and Statutory Auditors of the Company, certifying that the issue of securities or warrants and shares arising on exercise of option of conversion of warrants is being made in accordance with the requirements of the SEBI Regulations, Guidelines, Notifications etc. shall be available for inspection of members at the Registered Office during the normal business hours at any time up to the date of the Extra Ordinary General Meeting and at the meeting.

Disclosures required to be made in the Explanatory Statement pursuant to the provisions of Regulations for Preferential Issue of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 (hereinafter referred to as "SEBI Regulations") are set out below:

I. The object of the issue through Preferential Offer :

As mentioned above, the funds raised from the proposed issue of warrants will be utilized to fund the expansion plan and the working capital requirement of the Company.

II. Intention of the Promoters / Directors / Key Management Persons to subscribe to the offer :

It is proposed to issue 30,00,000 (Thirty lacs only) Warrants to the Companies namely VRG Digital Corporation Private Limited' and 'Sadoday Laxmi Infrastructure Private Limited' Companies under Promoters Group in the proportion of 15,00,000 (fifteen lacs only), each. No other promoter, Director or Key Managerial Person shall subscribe to the warrants.

III. Shareholding pattern before and after the Proposed Issue :

The Shareholding pattern giving present position as also considering full allotment of equity shares arising out of the Securities issued as above is given below:

	Category of shareholders	PRE ISSUE		POST ISSUE	
		No. of shares held	% of holding	No. of shares held	% of holding
A	**Promoters Holding**				
1	**Promoters**				
	- Indian Promoters	6530990	53.20	6530990	42.76
	- Foreign Promoters	Nil	Nil		
2	**Promoters Group**	Nil	Nil		
	VRG Digital Corporation Private Limited.	Nil	Nil	1500000	9.82
	Sadoday Laxmi Infrastructure Private Limited	Nil	Nil	1500000	9.82
	Total Promoters Shareholding (A)	**6530990**	**53.20**	**9530990**	**62.40**
B	**Non Promoters Holding (Public)**				
3	**Institutional Investors**				
A	Mutual Funds and UTI	10140	0.08	10140	0.07
B	Banks, Financial Institutions, Insurance Companies (Central / State Govt. Institutions / Non Government Institutions)	165	0.01	165	0.00
4	**Others**				
A	Private Corporate Bodies	591109	4.82	591109	3.87
B	Indian Public	3837713	31.26	3837713	25.12
C	NRIs	164525	1.34	164525	1.08
D	Foreign Investor & FIIs	1113000	9.07	1113000	7.29
E	Clearing Member	25345	0.21	25345	0.16
F	Others	2173	0.02	2173	0.01
	Total Public Shareholding B	**5744170**	**46.80**	**5744170**	**37.60**
	Grand Total (A+B)	**12275160**	**100**	**15275160**	**100**

Presumptions :-

1. All the warrants as are offered to the proposed allottees are fully subscribed to and allotted to them.
2. All the warrants are, at the time of exercise of the option, held by the said proposed allottees respectively and that the option attached to the warrants for conversion into equity shares are exercised by all the allottees.

IV. Proposed time within which the allotment shall be completed :

The allotment of Warrants is proposed to be completed within a maximum period of 15 days from the date of approval by the share holders by way of special resolution, in the extra ordinary general meeting provided that when the allotment on Preferential Basis is pending on account of pendency of any approval for such allotment by any Regulatory Authority or the RBI or the Central Government, the allotment shall be completed within 15 days from the date of receipt of such approval.

V. Terms of Warrants: The Board may allot 30,00,000 (thirty lacs only) Warrants at a price determined in accordance with the provisions of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 (hereinafter referred to as "SEBI Regulations") as amended from time to time, which will entitle the holder to subscribe for one equity share of the face value of Rs.10, at a price determined in accordance with the provisions of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 (hereinafter referred to as "SEBI Regulations") against each warrant. An amount, as may be decided by the Board of Directors, not being less than **25%** of the price as may be required to be paid under the provisions of "SEBI Regulations" shall be payable upon subscription of the warrants. The warrants would be allotted on the following terms:

- The Company shall recompute the price of the securities or warrants in terms of the provisions of the SEBI Regulations, where it is required to do so.
- If The amount payable on account of the re computation of price is not paid with in the time stipulated in the Regulations, laws applicable hereunder, the Warrants shall continued to be locked in till the time such amount is paid by the allottees.
- The holder of warrants will have an option to apply for and be allotted 1 (one) equity share of the Company per warrant any time after the date of allotment but on or before the expiry of 18 months from the date of allotment, in one or more tranches. In this connection, either the Company or the warrant holder will give

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an advance notice of at least ten days calling upon the other party to exercise / avail the aforesaid option specifying the number of warrants. The warrant holders will be liable to make the payment of balance sum per warrant for such number of warrants within 10 days of the service of the notice.

- Upon receipt of the payment as above, the Board (or a Committee thereof) shall allot one equity share per warrant by appropriating Rs.10 towards equity share capital and the balance amount paid against each warrant, towards the securities premium.
- If the entitlement against the warrants to apply for the equity shares is not exercised within the period specified in the notice referred hereinabove, the entitlement of warrant holders to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such warrants shall stand forfeited.
- The warrant holders shall also be entitled to any future bonus/rights issue(s) of equity shares or other securities convertible into equity shares by the Company in the same proportion and manner as any other shareholders of the Company for the time being.
- The warrant by itself does not give to the holder(s) thereof any rights of the shareholders of the Company.
- The equity shares issued as above shall rank pari passu in all respects with the then existing equity shares of the Company. The issue of warrants and equity shares shall be subject to the Memorandum and Articles of Association of the Company.
- The other terms and conditions like lock in and others for issue of warrants and equity shares allotted on conversion shall be in accordance with the provisions of SEBI Regulations as applicable.

VI. **Identity of the Proposed Allottees and no. of warrants to be issued**

Sl. No.	Name of allottees	Status	Category	No. of warrants to be issued
1.	Sadoday Laxmi Infrastructure Private Limited	Private Limited Company, Indian	Promoters group	15,00,000
2.	VRG Digital Corporation Private Limited	Private Limited Company, Indian	Promoters group	15,00,000

Statement showing Pre and Post Issue Shareholding of Allottees

Sl. No.	Name	Pre Issue		Post Issue	
		No. of shares held	% of holding	No. of shares held	% of holding
	Promoters Group				
1.	Sadoday Laxmi Infrastructure Private Limited	Nil	Nil	15,00,000	9.82
2.	VRG Digital Corporation Private Limited	Nil	Nil	15,00,000	9.82
	Total	**Nil**	**Nil**	**30,00,000**	**19.64**

The above mentioned proposed allottees have agreed to subscribe to the Warrants proposed to be issued.

The number of Warrants to be subscribed as mentioned herein above may be interchanged / changed amongst the proposed allottees. However the total number of warrants to be allotted pursuant to this resolution will remain same.

The existing Promoters and Management team will continue to remain in the Management of the Company. Further, the composition of the present Board of Directors is not likely to undergo any change.

The Board of Directors recommends the resolution as set out above for your approval as special resolution.

Pursuant to the provisions of section 81(1A) and other applicable provisions of the Companies Act, 1956, the proposal for further issue of securities either to the existing members or other investors on preferential basis requires approval of the members by way of special resolution.

The consent of the members is therefore, sought to authorize the Board of Directors of the Company for issuing securities as stated in the resolution. The resolution set out above confers authority on the Board of Directors of the Company to cover all the compliances, contingencies and corporate requirements.

Your Directors seek your consent by way of special resolution for issuing Warrants as aforesaid as item no. 1 of this notice, which may result in increase of equity share capital of the Company on its conversion subject to rules, regulations and guidelines issued by SEBI or other authorities concerned and as permitted by law.

None of directors of the Company is, in any way, concerned or interested in the said resolution.

For Item No. 2

As per the Foreign Exchange Management (Transfer or Issue of Security by a person resident outside India) Regulations, 2000 (including any amendment or modification thereof from time to time), FDI policy issued by Government of India or any other law applicable hereunder ("**FEMA 2000**"), subject to the approval of FIPB (Foreign Investment Promotion Board) or any other competent or statutory authority investment by Foreign Institutional Investor ("**FII**") & / or Sub Account(s) of Foreign Institutional Investor(s) is permitted upto 24% of the paid up share capital of the Company. However, this limit of 24 per cent can be increased upto sectoral caps or statutory limit as applicable, by passing a resolution of its Board of Directors followed by a special resolution to that effect by the General Body of the Company. The sectoral cap applicable to the company is 100% of its paid-up capital. The resolution at item no.2 of the notice seeks shareholder approval for increase in the permitted foreign institutional investment limits upto 49% in your Company.

Your Board of Directors vide its meeting held on 04.01.2013, subject to the approval of the shareholders by way of special resolution, subject to the approval of FIPB (Foreign Investment Promotion Board) or any other competent or statutory authority, has recommended the resolution for increasing the maximum limit of investment by Foreign Institutional Investor(s) ("**FII**") & / or Sub Account(s) of Foreign Institutional Investor(s) in the Company up to 49% of the paid up equity capital of the Company.

Your Board seeks your consent by way of special resolution for item no. 2 of this notice, for increase in the permitted foreign Investment limits up to 49% of the paid up equity capital of the Company.

None of directors of the Company is, in any way, concerned or interested in the said resolution.

For Item No. 3

As mentioned above Your Board of Directors wants to expand the business operations and in order to meet the fund requirements for expansion of business and to meet its working capital requirements, the company will be required to generate long term resources by issue of securities. It is proposed to raise another part of such long term resources by issue of additional 49,50,000 (Forty nine lacs fifty thousand only) Warrants (in addition to 30,00,000 warrants) at such price as may be determined in accordance with the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any other law, regulations or guidelines applicable hereunder including any statutory modifications or amendment thereof as applicable from time to time.

Your Board of Directors at its meeting held on 04.01.2013, subject to the approval by the shareholders by way of special resolution, Foreign Investment Promotion Board (FIPB) and subject to such other requisite statutory/regulatory approvals, permissions, as may be required, has proposed to offer for subscription by way of Preferential Allotment 49,50,000 (Forty nine lacs fifty thousand only) Warrants convertible into equity shares (hereinafter referred to as "Warrants") to Foreign

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Institutional Investor(s), or Sub Account(s) of Foreign Institutional Investor(s) whether such FII(s), Sub Account(s) of FIIs, are the existing shareholders or not for cash at a price determined in accordance with the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any other law regulations or guidelines applicable hereunder including any statutory modifications or amendment thereof from time to time. The Equity Shares to be allotted as aforesaid on conversion of warrants or otherwise shall rank pari passu in all respects with all existing equity shares of the Company including as to dividend & voting.

As per Section 81(1A) of the Companies Act, 1956 and further pursuant to all other applicable laws, regulations or guidelines, the Company may offer all further shares or securities to any person on preferential basis if the proposed issue has been approved by the existing shareholders by way of special resolution.

The item no. 3 of the notice is proposed to be passed as special resolution under the provisions of Section 81 (1A) of the Companies Act, 1956 in view of the fact that the Warrants will be offered on preferential basis to person(s) who may or may not be the existing shareholder.

A copy of the Certificate from M/s Kapoor & Parekh Associates, Chartered Accountants, and Statutory Auditors of the Company, certifying that the proposed issue is being made in accordance with the requirements of the SEBI Regulations, Guidelines, Notifications etc. & shall be available for inspection of members at the Registered Office during the normal business hours at any time up to the date of the Extra Ordinary General Meeting and at the meeting.

Disclosures required to be made in the Explanatory Statement pursuant to the provisions of Regulations for Preferential Issue of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 (hereinafter referred to as "SEBI Regulations") are set out below:

I. The object of the issue through Preferential Offer :

As mentioned above, the funds raised from the proposed issue of warrants will be utilized to fund the expansion plan and the working capital requirement of the Company.

II. Intention of the Promoters / Directors / Key Management Persons to subscribe to the offer :

It is proposed to issue 49,50,000 (Forty nine lacs fifty thousand only) Warrants convertible into equity shares (hereinafter referred to as "Warrants") to Foreign Institutional Investor(s), and Sub Account(s) of Foreign Institutional Investor(s) whether such Foreign Institutional Investor(s), and Sub Account(s) of Foreign Institutional Investor(s) are the existing shareholders or not namely **1. New Leaina Investments Limited Sub Account of FII – 9,91,220 warrants 2. Highbluesky Emerging Market Fund – Sub Account of FII – 19,82,430 warrants 3. Elara India Opportunities Fund Limited - Sub Account of FII - 10,01,190 warrants and 4. Avatar India Opportunities Fund – Sub Account of FII - 9,75,160 warrants**

III. Shareholding pattern before and after the Proposed Issue :

The Shareholding pattern giving present position as also considering full allotment of equity shares arising out of the Securities issued as above and under item no. 1 of this notice (issue of 30,00,000 warrants convertible into equity shares) is given below:

	Category of shareholders	PRE ISSUE		POST ISSUE	
		No. of shares held	% of holding	No. of shares held	% of holding
A	**Promoters Holding**				
1	Promoters				
	- Indian Promoters	6530990	53.20	6530990	32.29
	- Foreign Promoters	Nil	Nil		
2	**Promoters Group**	Nil	Nil		
	Sadoday Laxmi Infrastructure Pvt Ltd.	Nil	Nil	1500000	7.42
	VRG Digital Corporation Private Limited	Nil	Nil	1500000	7.42
	Total Promoters Shareholding (A)	**6530990**	**53.20**	**9530990**	**47.13**
B	**Non Promoters Holding**				
3	**Institutional Investors**				
A	Mutual Funds and UTI	10140	0.08	10140	0.05
B	Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/ Non Government Institutions)	165	0.01	165	0.00
4	**Others**				
A	Private Corporate Bodies	591109	4.82	591109	2.92
B	Indian Public	3837713	31.26	3837713	18.98
C	NRIs	164525	1.34	164525	0.81
D	Foreign Investor & FIIs	1113000	9.07	1113000	5.50
E	Clearing Member	25345	0.21	25345	0.12
F	New Leaina Investments Limited (Sub Account - FII)	Nil	Nil	991220	4.90
G	Highbluesky Emerging Market Fund (Sub Account - FII)	Nil	Nil	1982430	9.80
H	Elara India Opportunities Fund Limited (Sub Account - FII)	Nil	Nil	10,01,190	4.95
I	Avatar India Opportunities Fund (Sub Account - FII)	Nil	Nil	9,75,160	4.82
J	Others	2173	0.02	2173	0.01
	Total Public Shareholding B	**5744170**	**46.80**	**10694170**	**52.87**
	Grand Total (A+B)	**12275160**	**100**	**20225160**	**100**

Presumptions :-

1. All the warrants as are offered to the proposed allottees are fully subscribed to and allotted to them.
2. All the warrants are, at the time of exercise of the option, held by the said proposed allottees respectively and that the option attached to the warrants for conversion into equity shares are exercised by all the allottees.

IV. Proposed time within which the allotment shall be completed :

The allotment of Warrants is proposed to be completed within a maximum period of 15 days from the date of approval by the share holders by way of special resolution, provided that when the allotment on Preferential Basis is pending on account of pendency of any approval for such allotment by any Regulatory Authority or the RBI or the Central Government, the allotment shall be completed within 15 days from the date of receipt of such approval.



V. **Terms of Warrants:** The Board may allot 49,50,000 (Forty nine lacs fifty thousand only) Warrants convertible into equity shares at a price determined in accordance with the provisions of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 (hereinafter referred to as "SEBI Regulations") as amended from time to time, which will entitle the holder to subscribe for one equity share of the face value of Rs.10, at a price determined in accordance with the provisions of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 (hereinafter referred to as "SEBI Regulations") against each warrant. An amount, as may be decided by the Board of Directors, not being less than **25%** of the price as may be determined and required to be paid under the provisions of "SEBI Regulations" shall be payable upon subscription of the warrants. The warrants would be allotted on the following terms:

- The Company shall recompute the price of the securities or warrants in terms of the provisions of the Regulations, where it is required to do so.
- If The amount payable on account of the re computation of price is not paid with in the time stipulated in the Regulations, laws applicable hereunder, the Warrants shall continued to be locked in till the time such amount is paid by the allottees.
- The holder of warrants will have an option to apply for and be allotted 1 (one) equity share of the Company per warrant any time after the date of allotment but on or before the expiry of 18 months from the date of allotment, in one or more tranches. In this connection, either the Company or the warrant holder will give an advance notice of at least ten days calling upon the other party to exercise / avail the aforesaid option specifying the number of warrants. The warrant holders will be liable to make the payment of balance sum per warrant for such number of warrants within 10 days of the service of the notice.
- Upon receipt of the payment as above, the Board (or a Committee thereof) shall allot one equity share per warrant by appropriating Rs.10 towards equity share capital and the balance amount paid against each warrant, towards the securities premium.
- If the entitlement against the warrants to apply for the equity shares is not exercised within the period specified in the notice referred hereinabove, the entitlement of warrant holders to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such warrants shall stand forfeited.
- The warrant holders shall also be entitled to any future bonus/rights issue(s) of equity shares or other securities convertible into equity shares by the Company in the same proportion and manner as any other shareholders of the Company for the time being.
- The warrant by itself does not give to the holder(s) thereof any rights of the shareholders of the Company.
- The equity shares issued as above on conversion of warrants or otherwise shall rank pari passu in all respects with the then existing equity shares of the Company. The issue of warrants and equity shares shall be subject to the Memorandum and Articles of Association of the Company.
- The other terms and conditions like lock in and others for issue of warrants and equity shares allotted on conversion shall be in accordance with the provisions of SEBI Regulations as applicable.

VI. **Identity of the Proposed Allottees***

Sl. No.	Name of allottees	Status	Catagory
1.	New Leaina Investments Limited	Sub Account - Foreign Institutional Investor	FII - Public
2.	Highbluesky Emerging Market Fund	Sub Account - Foreign Institutional Investor	FII - Public
3	Elara India Opportunities Fund Limited	Sub Account - Foreign Institutional Investor	FII - Public
4	Avatar India Opportunities Fund	Sub Account - Foreign Institutional Investor	FII - Public

List of the Proposed Allottees*

Sl. No.	Name of allottees	Catagory	No. of Warrants to be issued
1.	New Leaina Investments Limited (Sub Account - FII)	FII – Public – Non Promoters Holding	9,91,220
2.	Highbluesky Emerging Market Fund (Sub Account - FII)	FII – Public – Non Promoters Holding	19,82,430
3.	Elara India Opportunities Fund Limited (Sub Account - FII)	FII – Public – Non Promoters Holding	10,01,190
4.	Avatar India Opportunities Fund (Sub Account - FII)	FII – Public – Non Promoters Holding	9,75,160

Statement showing Pre and Post Issue Shareholding of Allottees

Sl. No.	Name	Pre Issue		Post Issue	
	Non - Promoters	No. of shares held	% of holding	No. of shares held	% of holding*
1.	New Leaina Investments Limited (Sub Account - FII)	Nil	Nil	9,91,220	4.90
2.	Highbluesky Emerging Market Fund (Sub Account - FII)	Nil	Nil	19,82,430	9.80
3.	Elara India Opportunities Fund Limited (Sub Account - FII)	Nil	Nil	10,01,190	4.95
4.	Avatar India Opportunities Fund (Sub Account - FII)	Nil	Nil	9,75,160	4.82
	Total (B)	**Nil**	**Nil**	49,50,000	24.47

*Indicates % of total shareholding.

The existing Promoters and Management team will continue to remain in the Management of the Company. Further, the composition of the present Board of Directors is not likely to undergo any change.

Pursuant to provisions of section 81(1A) and other applicable provisions of the Companies Act, 1956, the proposal for further issue of securities to persons / investors on preferential basis requires approval of the members by way of special resolution.

The consent of the members is therefore, sought to authorize the Board of Directors of the Company for issuing securities as stated in the resolution. The resolution set out above confers authority on the Board of Directors of the Company to cover all the compliances, contingencies and corporate requirements.

Your Directors seek your consent by way of special resolution for item no. 3 of the notice for issuing further securities as aforesaid which results in increase of equity share capital of the Company subject to rules, regulations and guidelines issued by SEBI or other authorities concerned and as permitted by law.

None of the directors of the Company is, in any way, concerned or interested in the said resolution.

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

FOR SUNIL HITECH ENGINEERS LIMITED

Sd/-
Sandip Mishra
Company Secretary

COMPANY SECRETARY & COMPLIANCE OFFICER

Place: Nagpur
Date: 04.01.2013

SUNIL HITECH ENGINEERS LIMITED

ATTENDANCE SLIP

AT EXTRA ORDINARY GENERAL MEETING Date 31st January 2013 time 02.00 P. M.

1. Regd. Folio No. or Client ID No. : _____
2. DP ID No. : _____
3. No. of shares held : _____
4. Name of the Member/Proxy : _____

I am a member/proxy for the member of the Company. I hereby record my presence at an Extra Ordinary General Meeting of the members of the Company at Ratnadeep, Jaynagar, Parli Vaijnath, Dist – Beed, Maharashtra, Pin - 431520

_____
Signature of the Member / Proxy

Note: Please complete and sign this attendance slip and hand it over at the entrance of the hall.

.....

SUNIL HITECH ENGINEERS LIMITED

PROXY FORM

Regd. Folio No. _____ Client ID No. _____

No. of shares held _____ DP ID No. _____

I/We _____ of

_____ in the district of _____

_____ being the Member(s) of

Sunil Hitech Engineers Limited. hereby appoint Mr./Ms. _____ of

_____ in the district of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at an Extra Ordinary General Meeting of the Company to be held on **31st January 2013 time 02.00 P. M.** at Ratnadeep, Jaynagar, Parli Vaijnath, Dist – Beed, Maharashtra, Pin - 431520 and at any adjournment thereof.

Signed this _____ day of ....., 2013.

Rs. 1/-

Signature of the Member(s)

Notes: 1. The proxy form to be effective should be duly completed in all respects and signed across the revenue stamp.

2. The proxy form must be deposited at the Registered Office of the Company at at Ratnadeep, Jaynagar, Parli Vaijnath, Dist – Beed, Maharashtra, Pin - 431520 not less than 48 hours before the time fixed for holding the aforesaid meeting.
3. A proxy need not be a member of the Company.

SUNIL HITECH ENGINEERS LTD. 115155

BOOK POST

If undelivered please return to:

SUNIL HITECH ENGINEERS LIMITED
Corporate Office:
97, East High Court Road,
Ramdaspeth,
Nagpur - 440 010

CRYSTAL (022) 6614 0900
cfl_mum@crystalforms.com