Sunil Hi Tech Engineers Limited
Building Trust. Building Nation.

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 18th April, 2014 at 02.00 P.M. At 'Ratnadeep', Jaynagar, Parli, Vaijnath Dist Beed, Maharashtra, Pin – 431520, The Registered office of the Company to transact the following special business:

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 The 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 (i) 55,00,000 (Fifty Five lacs only) Warrants to promoters group, persons acting in concert with promoters and companies under promoters group and (ii) 20,00,000 (Twenty lacs only) Warrants to non-promoters, each of such Warrant is to be convertible into equal number of equity shares (collectively hereinafter referred to as "Warrants") , 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 19th March, 2014 (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 laws, the terms of the offer and subject to the provisions of the Company's Articles of Association.

SUNIL HITECH ENGINEERS LTD. MUMBAI

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)."

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

Sd/-
Shrikant C. Rikhe
Company Secretary

Place: Mumbai
Date: 24.03.2014

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 102(1) of the Companies Act, 2013 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, 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 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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND SEBI REGULATIONS

For Item No. 1

Your Board of Directors wants to expand the business operations and to venture into infrastructure projects and expansion of Solar 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 24.03.2014, 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 55,00,000 (Fifty Five lacs only) Warrants to promoters group, persons acting in concert with promoters and companies under promoters group and (ii) 20,00,000 (Twenty lacs only) Warrants to non-promoters, each of such Warrant is to be convertible into equal number of equity shares (hereinafter referred to as "Warrants"), 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.

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 or who are not the existing Members.

A copy of the Certificate from M/s Kapoor & Parekh Associates, Chartered Accountants, 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/non-promoters to subscribe to the offer :

It is proposed to issue 75,00,000 (Seventy Five lacs only) Warrants to Promoter Group and Non-Promoters:

Promoter Group

SL. No.	Name of proposed allottees	No. of Warrants
1	VRG Digital Corporation Private Limited	1750000
2	Gutte Infra Private Limited	1750000
3	Gangakhed Solar Power Private Limited	1800000
4	Mr. Venkataramana Condoor	200000
	TOTAL	**5500000**

Non-Promoters

SL. No.	Name of proposed allottees	No. of Warrants
1	Fatehpuria Business Associates Private Limited	1600000
2	AMR Textiles Private Limited	100000
3	Disha Anurag Shrivastava	100000
4	Geeta Akshay Thakkar	100000
5	OPC Turnkey Solutions Private Limited	50000
6	Manish Mohan	25000
7	Mithun Mohan	25000
	TOTAL	**2000000**

No other Person except mentioned herein 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 (including full conversion of pending warrants apart from above) is given below:

Sl. No.	Category of Shareholders	PRE ISSUE		POST ISSUE	
		No. of shares held	%	No. of shares held	%
A	**Promoters Holding**				
1	Promoters				
	Indian Promoters	6530990	42.76	6530990	28.68
	Foreign Promoters	NIL	NIL	NIL	NIL
2	**Promoters Group**				
a	VRG Digital Corporation Private Limited *	1500000	9.82	3250000	14.27
b	Gutte Infra Private Limited**	1500000	9.82	3250000	14.27
c	Gangakhed Solar Power Private Limited	NIL	NIL	1800000	7.90
d	Mr. Venkataramana Condoor	NIL	NIL	200000	0.88
	Total Promoter (A)	**9530990**	**62.40**	**15030990**	**66.00**
B	**Non Promoters Holding (Public)**				
3	**Institutions**				
a	Financial Institutions/ Banks	165	0.00	165	0.00
B	FII's	1108000	7.25	1108000	4.86
4	**Non-Institutions**				
A	Bodies Corporate	512281	3.35	512281	2.25
B	Individual	3863453	25.29	3863453	16.96
C	Others				
	i) Clearing Member	112776	0.74	112776	0.50
	ii) NRI	145322	0.95	145322	0.64
	iii) others	2173	0.01	2173	0.01
D	Fatehpuria Business Associates Private Limited	NIL	NIL	1600000	7.03
E	AMR Textiles Private Limited	NIL	NIL	100000	0.44
F	Disha Anurag Shrivastava	NIL	NIL	100000	0.44
G	Geeta Akshay Thakkar	NIL	NIL	100000	0.44
H	OPC Turnkey Solutions Private Limited	NIL	NIL	50000	0.22
I	Manish Mohan	NIL	NIL	25000	0.11
J	Mithun Mohan	NIL	NIL	25000	0.11
	Total Non promoter (B)	**5744170**	**37.60**	**7744170**	**34.00**
	Total(A+ B)	**15275160**	**100.00**	**22775160**	**100.00**

*VRG Digital Corporation Private Limited currently holds 6,75,000 equity shares and 8,25,000 warrants (each of such warrants entitles them to subscribe to one equity share). Upon the exercise of these outstanding warrants, the total shareholding of VRG Digital Corporation Private Limited will be 15,00,000 equity shares.

**Gutte Infra Private Limited currently holds 6,75,000 equity shares and 8,25,000 warrants (each of such warrants entitles them to subscribe to one equity share). Upon the exercise of these outstanding warrants, the total shareholding of Gutte Infra Private Limited will be 15,00,000 equity shares.

Presumptions:-

1. All existing outstanding warrants and the proposed 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 75,00,000 (Seventy Five 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 within 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 shall rank pari passu in all respects with the 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 Proposed Allottees and No. of warrants to be issued

Sl. No.	Name of allottees	Status	Category	No. of warrants to be issued
1	VRG Digital Corporation Private Limited	Private Limited Company, Indian	Promoters group	1750000
2	Gutte Infra Private Limited	Private Limited Company, Indian	Promoters group	1750000
3	Gangakhed Solar Power Private Limited	Private Limited Company, Indian	Promoters group	1800000
4	Mr. Venkataramana Condoor	Individual (person acting in concert)	Promoters group	200000
5	Fatehpuria Business Associates Private Limited	Private Limited Company, Indian	Non-promoter	1600000
6	AMR Textiles Private Limited	Private Limited Company, Indian	Non-Promoter	100000
7	Disha Anurag Shrivastava	Individual	Non-Promoter	100000
8	Geeta Akshay Thakkar	Individual	Non-Promoter	100000
9	OPC Turnkey Solutions Private Limited	Private Limited Company, Indian	Non-Promoter	50000
10	Manish Mohan	Individual	Non Promoter	25000
11	Mithun Mohan	Individual	Non Promoter	25000

SHAREHOLDING PATTERN OF PROPOSED ALLOTTEES (BENEFICIARY)

VRG Digital Corporation Private Limited

Sr. No.	Name of Shareholders	No. of Shares Held	% of Shares held
1	Vijay R. Gutte	1381290	62.82
2	Sunil Ratnakar Gutte HUF	810000	36.85
3	Others	7500	0.33
Total		**2198790**	**100.00**

Gutte Infra Private Limited

Sr. No	Name of Shareholders	No. of Shares Held	% of Shares held
1	Kundan Goods Private Limited	2013700	81.42
2	Ratnakar M. Gutte	337630	13.65
3	Others	121750	4.93
Total		**2473080**	**100.00**

Gangakhed Solar Power Private Limited

Sr. No	Name of Shareholders	No. of Shares Held	% of Shares held
1	Gangakhed Sugar & Energy Limited	9999	99.99
2	Sunil Ratnakar Gutte	1	0.01
Total		**100000**	**100.00**

Fatehpuria Business Associates Private Limited

Sr. No	Name of Shareholders	No. of Shares Held	% of Shares held
1	Abhinav Fatehpuria	35000	49.72
2	Ramakant Fatehpuria	35000	49.72
3	Others	400	0.56
Total		**70,400**	**100.00**

AMR Textiles Private Limited

Sr. No.	Name of Shareholders	No. of Shares Held	% of Shares held
1	Mahesh Kumar Gupta	50000	50
2	Babita Gupta	50000	50
Total		**100000**	**100**

OPC Turnkey Solutions Private Limited

Sr. No	Name of Shareholders	No. of Shares Held	% of Shares held
1	Kunal Narendra Kuwadekar	50000	50
2	Amit Naturam Jain	50000	50
Total		**100000**	**100**

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	VRG Digital Corporation Private Limited	1500000	9.82	3250000	14.27
2	Gutte Infra Private Limited	1500000	9.82	3250000	14.27
3	Gangakhed Solar Power Private Limited	NIL	NIL	1800000	7.9
4	Mr. Venkataramana Condoor	NIL	NIL	200000	0.88
	SUB TOTAL (A)	**3000000**	**19.64**	**8500000**	**37.32**
	Non-Promoter				
1	Fatehpuria Business Associates Private Limited	NIL	NIL	1600000	7.03
2	AMR Textiles Private Limited	NIL	NIL	100000	0.44
3	Disha Anurag Shrivastava	NIL	NIL	100000	0.44
4	Geeta Akshay Thakkar	NIL	NIL	100000	0.44
5	OPC Turnkey Solutions Private Limited	NIL	NIL	50000	0.22
6	Manish Mohan	NIL	NIL	25000	0.11
7	Mithun Mohan	NIL	NIL	25000	0.11
	SUB TOTAL (B)	**NIL**	**NIL**	**2000000**	**8.78**
	Total (A+B)	**3000000**	**19.64**	**10500000**	**46.10**

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 except Mr. Venkataramana Condoor, is in any way, concerned or interested in the said resolution

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

Sd/-
Shrikant C. Rikhe
Company Secretary

Place: Mumbai
Date: 24.03.2014

SUNIL HITECH ENGINEERS LIMITED

ATTENDANCE SLIP

AT EXTRA ORDINARY GENERAL MEETING DATE 18TH APRIL, 2014 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.

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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 **18th April, 2014 time 02.00 P. M.** at 'Ratnadeep', Jaynagar, Parli Vaijnath, Dist – Beed, Maharashtra, Pin - 431520 and at any adjournment thereof.

Signed this _____ day of ....., 2014.

Rs. 1/-

Signature of the Member(s)

Notes:

- The proxy form to be effective should be duly completed in all respects and signed across the revenue stamp.
- The proxy form must be deposited at the Registered Office of the Company at 'Ratnadeep', Jaynagar, Parli Vaijnath, Dist – Beed, Maharashtra, Pin - 431520 not less than 48 hours before the time fixed for holding the aforesaid meeting.
- A proxy need not be a member of the Company.

SUNIL HITECH ENGINEERS LTD. MUMBAI

BOOK POST

If undelivered please return to:

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