



SINNER ENERGY INDIA LTD.

Regd. Off.: B-39, Ghanshyam Avenue, 13, Sattar Taluka Society, Ashram Road, Ahmedabad - 380 014.
Phone No.: 079-27540158 | E-mail : sinnerenergy@gmail.com Website : www.sinnerenergy.com
CIN : L99999GJ995PLC028077

Date: 02/09/2016

To,
Department of Corporate Services,
BSE LIMITED
P. J. Towers, Dalal Street,
Mumbai – 400 001.

To,
Ahmedabad Stock Exchange Limited
Kamdhenu Complex, Opp. Sahajanand
College, Panjara Pole,
Ahmedabad – 380 015

Dear Sir/ Madam,

Sub: - Notice of Annual General Meeting & Intimation of Record date (cut-off date) and Book Closure for the purpose of Annual General Meeting.

Ref: BSE Scrip Code: 539410
ASE Scrip Code: 55214

We wish to inform your good self that the 21st Annual General Meeting of our Company will be held on **Friday, 30TH September, 2016, at 11.00 a. m. At Cultural Centre Hall, Bca Charitable Trust, Nr. Chandra Nagar Bus Stand, Narayan Nagar Road, Paldi, Ahmedabad- 380007.**

The Record date (cut-off date) is Friday 23rd September, 2016 and Book Closure period is from Friday, 23rd September, 2016 to Friday, 30th September, 2016 (both days inclusive) as to ascertain the voting rights of members in proportion to their holding in the paid up share capital of the Company.

Attached herewith is the Notice of 21st Annual General Meeting.

Kindly take the note of the same in your record and oblige.

Thanking You,

For Sinner Energy India Limited

M. J. Raut

(Mahesh Raut)
Director
DIN: 00036179



Encl: As Above

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 21st ANNUAL GENERAL MEETING OF THE MEMBERS OF SINNER ENERGY INDIA LIMITED WILL BE HELD ON 30th September, 2016, AT 11.00 A.M. AT CULTURAL CENTRE HALL, BCA CHARITABLE TRUST, NR. CHANDRA NAGAR BUS STAND, NARAYAN NAGAR ROAD, PALDI, AHMEDABAD- 380007 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- 1) To Receive, Consider and Adopt the Profit and Loss Account of the Company for the year ended 31st March, 2016 and Balance Sheet as at that date, Cash Flow statement for the year ended 31st March, 2016 and Report of the Directors and Auditors thereon.
- 2) To appoint a Director in place of Mr. Mahesh Raut (DIN : 00036179) who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
- 3) To Ratify the Appointment of M/s J.B. Wala & Co., Chartered Accountants as Statutory Auditors of the Company.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the appointment of M/s J.B. Wala & Co., Chartered Accountants, (Membership No-033714), (who was appointed in the 20th Annual General Meeting, as Statutory Auditor for a period of three years upto the conclusion of the 23rd Annual General Meeting to be held during the year 2018) be and is hereby ratified for the financial year 2016-17 as Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration plus service tax thereon and reimbursement of out of pocket and travelling expenses etc. as may be mutually agreed between the Board of Directors of the Company and the auditors based on the recommendation of the Audit Committee."

SPECIAL BUSINESS:

- 4) To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 152 & 160 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Qualifications of Directors) Rules, 2014, Mr. Jaymin Modi (DIN: [07352950](#)), who was initially appointed as an Additional Director by the Board of Directors at its meeting held on 12th February, 2016 and who holds office until the conclusion of this Annual General Meeting, and in respect of whom Company has received a notice in writing together with the requisite sum of rupees one lakh under section 160 of the Companies Act, 2013 from himself proposing his candidature to be appointed as a Director, be and is hereby appointed as an Independent Director of the Company."

- 5) To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Ordinary Resolution:**

“RESOLVED THAT, pursuant to the provisions of Section 61 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Article of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned Statutory Authority(ies) and subject to such conditions as may be agreed by the Board of Directors (which expression also includes a committee thereof), each Equity Share of the Company having a face value of Rs.10/- each fully paid up be sub-divided into 10(Ten) Equity Shares of the face value of Re.1/- each fully paid-up.

RESOLVED FURTHER THAT the 10(Ten) Equity Shares of the face value of Re.1 each on sub-division to be allotted in lieu of existing one equity share Rs.10 each shall be subject to the terms of the Memorandum and Articles of Association and shall rank pari passu in all respects with the existing fully paid up shares of Rs.10 each and shall be entitled to participate in full in any dividends to be declared after the sub-divided equity shares are allotted.

RESOLVED FURTHER THAT upon sub-division of Equity Shares as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of the face value of Rs.10 each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record date and the Company may, without requiring the surrender of the existing share certificate(s), issue and dispatch the new share certificate(s) in lieu of such existing share certificate(s) subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in case of Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the depository participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.”

RESOLVED FURTHER THAT the Board of Directors of the Company be authorised to take such steps as may be necessary including the delegation of all or any of its power herein conferred to any director(s), the Company Secretary or any other officer(s) for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution”

- 6) 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 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by the following:

V. The Share Capital of the Company is Rs.5,00,00,000/- (Rupees Five Crores only) comprising of 50,00,000 (Fifty Lacs only) Equity Shares of Rs. 10/- each (Rupees Ten only) each and such capital may be issued upon such terms and conditions and with such rights as the Directors of the Company may consider appropriate subject however, to the provisions in the Companies Act, 1956 and in the Articles of Association of the Company and with the authority and liberty to the Directors of the Company to substitute, and/or cancel any part of such share capital, with power to convert and/or to reconvert the same or any part thereof into any other shares at any time, and from time to time, and to increase, reduce or modify the aforesaid capital and to divide, sub-divide, classify and reclassify all or any of the shares in the Capital of the Company, for the time being from shares of one class into shares of other class

or classes and to attach thereto respectively such preferential , deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by the Company in accordance with the Article of Association of the Company, and to vary, modify or abrogate any such right, privileges, conditions or restrictions in such manner and by such persons as may, for the time being, be permitted under the provisions of the Article of Association of the Company or legislative provisions, for the time being in force in that behalf.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approval in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to its Directors, Company Secretary or any other officer(s)”

- 7) 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 14 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Article 8 of the Article of Association of the Company be and is hereby amended and substituted by the following:

The Authorized Share Capital of the Company shall be as stated in Clause V of the Memorandum of Association of the Company with power of the Board of Directors to sub-divide, consolidate and increase and with power from time to time, issue any shares of the original capital with and subject to any preferential, qualified or special rights, privileges or conditions as may be, thought fit, and upon the sub-division of shares apportion the right to participate in profits in any manner as between the shares resulting from sub-division.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approval in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to its Directors, Company Secretary or any other officer(s)”

Registered Office:

B 39, Ghanshyam Avenue,
13. Sattar Taluka Society, Ashram Road
Ahmedabad-380014
Gujarat.

Date: 13.08.2016

Place: Mumbai

By Order of the Board
For Sinner Energy India Limited

Sd/-
Mahesh Raut
Chairman

NOTES:

1. A Member Entitled To Attend And Vote At The Meeting Is Entitled To Appoint A Proxy/ Proxies To Attend And Vote Instead Of Himself /Herself. Such A Proxy/ Proxies Need Not Be A Member Of The Company. A Person Can Act As Proxy On Behalf Of Members Not Exceeding Fifty (50) 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 Only As A Proxy And Such Person Shall Not Act As Proxy For Other Shareholder.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from, Friday, 23rd September, 2016 to Friday, 30th September, 2016 (both days inclusive) for the purpose of Annual General Meeting for the financial year ended 31st March, 2016.
5. Members who wish to attend the meeting are requested to bring duly filled attendance sheet and their copy of the Annual Report at the Meeting.
6. In case of physical shares, the instrument of Share Transfer complete in all respect should be sent so as to reach to the Registered Office of the Company prior to closure of the Register of Members as stated above.
7. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate Resolution/authority, as applicable.
8. The transfer of Unclaimed Dividend to Investor Education & Protection Fund of the Central Government as required in terms of Section 124 of the Companies Act, 2013, during the current Financial Year is not applicable.
9. Members are requested to kindly notify changes including email address, if any, in their address to the Company's Registrar & Transfer Agent, Adroit Corporate Services Private Limited, 17/18/19/20, Jaferbhoy Ind. Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai-400059, E-mail Id:pratapp@adroitcorporate.com, Website:www.adroitcorporate.com
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. The Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts and the Members holding shares in physical form can submit their PAN details to the Company.
11. Members may also note that the Notice of the 21st Annual General Meeting and the Annual Report for financial year 2015-2016 will also be available on the Company's website www.sinnerenergy.com for their download. The physical copies of the aforesaid documents will also be available at the Registered Office of the Company for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.

12. Electronic copy of the Notice of the 21st Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 21st Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

13. Details of Directors seeking Appointment/Reappointment at the Annual General Meeting

Particulars	Mr. Mahesh Raut	Mr. Jaymin Modi
Date of Birth	20/10/1976	13/08/1992
Qualification	HSC	Company Secretary
Experience	5-10 YEARS	2-3 YEARS
Date of appointment on the Board of the Company	10/12/2005	12/02/2016
3. Nature of expertise in specific functional Areas	Accounts & Finance	Law
4. Name(s) of other Companies in which Directorship held	1. Pushpanjali Floriculture Ltd., 2. Welplace Portfolio And Financial Consultancy Services Ltd., 3. Space Corporation Ltd.	1. Welplace Portfolio And Financial Consultancy Services Limited
5. Name(s) of other companies in which he is Chairman / Member of the Committee(s)	NIL	1. Welplace Portfolio And Financial Consultancy Services Limited: a. Audit Committee Chairman b. Stakeholder Grievance Committee
6. No. of shares held of Rs.10/- each	NIL	NIL

*Directorship in Private Limited Company are not considered.

14. Voting Options

(1) Voting through Electronic Means

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means.

The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)]:

(i) Open email and open PDF file viz; "Sinner Energy India Limited e-Voting.pdf" with your Client ID or Folio No. as password.

The said PDF file contains your user ID and password / PIN for e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>

(iii) Click on Shareholder – Login

(iv) Put user ID and password as initial password / PIN noted in step (i) above.
Click Login.

(v) Password change menu appears.

Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.

(vii) Select "EVEN" of Sinner Energy India Limited.

(viii) Now you are ready for e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sn2sinha@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM and Attendance Slip [for members whose email IDs are not registered with the Company / Depository Participants(s)] or requesting physical copy:

(i) Initial password is provided at the bottom of the Attendance Slip for the AGM: EVEN (E-voting Event Number)
USER ID PASSWORD/PIN.

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) Above, to cast vote.

(2) **Voting at AGM:** The members who have not cast their vote by remote e-voting can exercise their voting rights at the AGM. The Company will make arrangements of ballot papers in this regards at the AGM Venue.

OTHER INSTRUCTIONS

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
- II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password /PIN for casting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 23rd September, 2016, are entitled to vote on the Resolutions set forth in this Notice.

- V. The remote e-voting period will commence at 9.00 a.m. on Tuesday, 27th September, 2016 and will end at 5.00 p.m. on Thursday, 29th September, 2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2016,
- VII. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2016, may obtain the login ID and password by sending an email to sinnerenergy@gmail.com or evoting@nsdl.co.in by mentioning their Folio No. /DP ID and Client ID No. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on www.evoting.nsdl.com
- VIII. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through ballot papers.
- X. Mr. Sachin Sinha, Practicing Company Secretary has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
- XI. The Scrutiniser shall, immediately after the conclusion of voting at general meeting, 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. Scrutiniser shall within 3 days of conclusion of the meeting submit a consolidated scrutiniser report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing.
- XII. The results along with the Scrutinisers Report shall be placed on the website of the Company and on the website of NSDL and shall be communicated to Ahmedabad Stock Exchange Limited.

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Date: 13.08.2016

Place: Mumbai

By Order of the Board
For Sinner Energy India Limited

Sd/-
Mahesh Raut
Chairman

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

ITEM No. 4

The Board of Directors of the Company appointed Mr. Jaymin Modi as an Additional Director pursuant to Section 161 of the Companies Act, 2013 effective from 12th February, 2016 and he holds the office up to the ensuing Annual General Meeting.

The Company has received notice in writing along with the deposit of requisite amount from Mr. Jaymin Modi under the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director. Board recommends for the approval of Members, the appointment of Mr. Jaymin Modi as Director of the Company.

The Company has received from Mr. Jaymin Modi –

- Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and;
- Intimation in Form DIR-8 in terms of Companies Appointment & Qualification of Directors) Rules, 2014, to effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

Item No. 5

The Equity Shares of the Company is listed on BSE Limited (BSE). In order to improve the liquidity of the Company's shares at the Stock Exchanges and to make it affordable to the small investors, the Board of Directors of the Company, in its meeting held on 13th August, 2016 have approved the Sub-division of the nominal value of Equity Shares of the Company of Rs.10/- each into smaller denomination of Re.1/- each, subject to the approval of Members.

Accordingly, each Equity Share of the Company of the nominal value of Rs.10/- each existing on the Record Date shall stand sub-divided into 10 Equity Shares of the nominal value of Re.1/- each.

The Board recommends the Resolution as set out in Item No. 1 of the accompanying notice for the approval of members of the Company as Special Resolution.

None of the Directors/Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolutions except to their shareholding in the Company, if any.

Item No. 6 & 7

The proposed split of the Face Value of the Equity Shares of the Company of Rs.10/- each into denomination of Re.1/- each fully paid up requires amendment to the Memorandum and Article of Association of the Company. Accordingly Clause V of the Memorandum of Association and Article 8 of the Articles of Association are proposed to be amended as set out in Item No. 2 and 3 respectively, in the accompanying notice for reflecting the corresponding changes in the Authorized Share Capital of the Company.

Pursuant to the provisions of Section 13, 14 and 61 of the Companies Act, 2013, approval of shareholders is required for sub-division and consequential amendment to the Memorandum & Article of Association of the Company. Hence the resolutions are proposed for your approval.

The Board recommends the resolutions as set out in Item No. 2 and 3 of the accompanying notice for the approval of the members of the Company as Special Resolutions.

None of the Directors/Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolutions except to their shareholding in the Company, if any.

A Copy of the Memorandum and Articles of Association of the Company along with the proposed amendments shall be open for inspection at the Registered Office of the Company during 10.00 am to 1.00 pm on all working days upto the date of the Annual General Meeting except Saturdays, Sundays and Public Holidays.

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Gujarat.

Date: 13.08.2016

Place: Mumbai

By Order of the Board
For Sinner Energy India Limited

Sd/-
Mahesh Raut
Chairman