



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

Date: 04th September, 2017

CIN : L99999GJ995PLC028077

To,
General Manager,
Department of Corporate Services,
BSE Limited.,
P J Towers, Dalal Street,
Mumbai- 400 001.

Dear Sir,

Sub : Notice of 22nd Annual General Meeting and Intimation of Book Closure Date and Record Date.

We wish to inform your goodself that the 22nd Annual General Meeting of our Company will be held on Wednesday the 27th September, 2017 At 09:00 A.M at Cultural Centre Hall, Bca Charitable Trust, Near. Chandra Nagar Bus Stand, Narayan Nagar Road, Paldi, Ahmedabad-380007.

The Register of Members and Share Transfer Books of the Company will remain close from Wednesday, 20th September, 2017 to Wednesday, 27th September, 2017.

The Company will provide its Members the facility to exercise their votes electronically for all the members as set forth in the Notice. The Company has fixed 20th September, 2017 as the cut-off date to determine the entitlement of voting rights of members for e-voting period will commence from 24th September, 2017, 09:00 AM to 26th September, 2017, 05:00 PM. (Both days inclusive).

Please find enclosed the Notice of the Annual General Meeting.

Kindly take the same on your records.

Thanking You.

Yours truly,

For Sinner Energy India Limited

M. J. Raut

Mr. Mahesh Raut
Managing Director
DIN: 00036179

CC:

Ahmedabad Stock Exchange Limited

Kamdhenu Complex, Opp. Sahajanand College, Panjara Pole,
Ahmedabad - 380 015

Corp. Off.: 134 Great Western Building, Nagindas Master Road Extn, Fort, Mumbai - 400023.

Ph. No.: 22023301 / 22023302 Fax : 22029011

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 22nd ANNUAL GENERAL MEETING OF THE MEMBERS OF SINNER ENERGY INDIA LIMITED WILL BE HELD ON 27th SEPTEMBER, 2017, AT 09:00 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, 2017 and Balance Sheet as at that date, Cash Flow statement for the year ended 31st March, 2017 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.

SPECIAL BUSINESS

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

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(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s M/s Koshal & Associates Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company in place of M/s J.B Wala & Co., Chartered Accountants, Statutory Auditors of the company who have shown their unwillingness to continue as auditors of the company from the conclusion of this Annual General meeting.

"RESOLVED FURTHER THAT as per the provisions of Section 139 of the Companies Act, 2013 or any other applicable provisions or Rules / Regulations made there under, M/s. Koshal & Associates Chartered Accountants, will hold office of the Statutory Auditors of the Company from the conclusion of ensuing Annual General Meeting (AGM) till the conclusion of 27th AGM i.e. for a period of five (05) consecutive years (subject to ratification by the Members at every AGM during the term of their appointment) on such remuneration as may be approved by the Board of Directors of the Company, based on the recommendation of the Audit Committee and reasonable out-of-pocket expenses incurred by them in connection with the audit of Accounts of the Company."

- 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, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Jayesh Raval who was appointed as an Additional Director by the Board of Directors of the Company on 17.08.2017 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature under Section 160 of the Companies Act, 2013 for the office of Executive Director, be and is hereby appointed as an Executive Director of the Company, and that he shall be liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Mohil Khetani who was appointed as an Additional Director by the Board of Directors of the Company on 17.08.2017 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature under Section 160 of the Companies Act, 2013 for the office of Executive Director, be and is hereby appointed as a Non-Executive Director of the Company, and that he shall be liable to retire by rotation."

6) To consider and, if thought fit, to pass, with or without modification(s), the following as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any of the Companies Act, 2013 read with the rules made there under and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the shareholders of the Company be and is hereby accorded to enter into the Material related party transactions by the Company with the respective related parties as per details as set out under Item No. 6 of the statement annexed to this notice and that the Board of Directors be and are hereby authorized to perform and execute all such deeds, matters and things including delegation of such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto."

Registered Office:

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

By Order of the Board
For Sinner Energy India Limited

Sd/-
Mahesh Raut
Chairman

Date: 17.08.2017

Place: Mumbai

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, 20th September, 2017 to Friday, 27th September, 2017 (both days inclusive) for the purpose of Annual General Meeting for the financial year ended 31st March, 2017.
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 22nd Annual General Meeting and the Annual Report for financial year 2016-2017 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 22nd 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 22nd 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. Jayesh Raval	Mr. Mohil Khetani
Date of Birth	20/10/1976	30/11/1973	23/04/1991
Qualification	HSC	CA	B.COM
Experience	5-10 YEARS	10 YEARS	02 YEARS
Date of appointment on the Board of the Company	10/12/2005	17/08/2017	17/08/2017
3. Nature of expertise in specific functional Areas	Accounts & Finance	Accounts & Finance	Accounts
4. Name(s) of other Companies in which Directorship held	1. Pushpanjali Floriculture Ltd., 2. Generic Ltd., 3. Space Corporation Ltd.	1. Generic Engineering Construction and Projects Limited	NIL
5. Name(s) of other companies in which he is Chairman / Member of the Committee(s)	NIL	1. Generic Engineering Construction and Projects Limited	NIL
6. No. of shares held of Rs.10/- each	NIL	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.nsd.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, 20th September, 2017, 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 Sunday, 24th September, 2017 and will end at 5.00 p.m. on Tuesday, 26th September, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 24th September, 2017, 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 24th September, 2017.
- 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. 24th September, 2017, 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 Ahemdabad Stock Exchange Limited.

By Order of the Board of Directors
SINNER ENERGY INDIA LTD

Sd/-

Mahesh Raut
Chairman
DIN: 00036179

Date: 17.08.2017
Place: Mumbai

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

ITEM No. 3

M/s. J.B. Wala & Company, Chartered Accountants, have shown their unwillingness to continue as Statutory Auditors of the company from the conclusion of this Annual General Meeting resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139 (8) of the Companies Act, 2013. Board proposes that M/s Koshal & Associates, Chartered Accountants, be appointed as the Statutory Auditors of the Company in place of M/s. J.B. Wala & Company, Chartered Accountants. M/s Koshal & Associates Chartered Accountants have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a Confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Item No. 4

Based on the recommendation of the Nomination, Remuneration and Compensation Committee, the Board of Directors of the Company have appointed Mr. Jayesh Raval as an Additional Director (Executive) of the Company.

As an Additional Director, Mr. Jayesh Raval holds office till the date of the AGM and is eligible for being appointed as an Executive Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") together with the requisite amount of deposit from a Member signifying his intention to propose the appointment of Mr. Jayesh Raval as a Director of the Company.

Mr. Jayesh Raval is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

Mr. Jayesh Raval is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Jayesh Raval and his relatives, are in any way, concerned or interested in the said resolution.

The resolution as set out in item No. 4 of this Notice is accordingly commended for your approval.

Item No. 5

Based on the recommendation of the Nomination, Remuneration and Compensation Committee, the Board of Directors of the Company have appointed Mr. Mohil Khetani as an Additional Director (Executive) of the Company.

As an Additional Director, Mr. Mohil Khetani holds office till the date of the AGM and is eligible for being appointed as a Non - Executive Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") together with the requisite amount of deposit from a Member signifying his intention to propose the appointment of Mr. Mohil Khetani as a Non -Executive Director of the Company.

Mr. Mohil Khetani is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

Mr. Mohil Khetani is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Mohil Khetani and his relatives, are in any way, concerned or interested in the said resolution.

The resolution as set out in item No. 5 of this Notice is accordingly commended for your approval

Item No. 6

Section 188 of the Companies Act, 2013 read with rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended; prescribe certain procedure for approval of related party transactions. The Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also prescribed seeking shareholders' approval for material related party transactions. Proviso to section 188 provides that nothing contained in sub-section (1) of section 188 applies where transactions are entered into by the Company in the Ordinary course of business other than transactions which are not on an arm's length basis.

All the proposed transactions put up for approval are in ordinary course of business and at arm's length. Pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the following contracts/ arrangements/ transactions are material in nature and require the approval of the unrelated shareholders of the Company by an ordinary resolution:-

Sl. No.	Nature of Transaction as per Section 188 of the Companies Act, 2013	Name of the Director/KMP who is related and nature of their relationship	Maximum Value of the Transactions per annum (Rs. in Lakhs)	Name of the Related Party
1	Purchase of Goods	Mr. Jaymin Modi (common Director)	10 crore	Trio Mercantile & Trading Limited
2	Sale of Goods	Mr. Jaymin Modi (Common Director)	10 crore	Trio Mercantile & Trading Limited

As per regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, all material related party transactions shall require approval of the shareholders through ordinary resolution and the related parties shall abstain from voting on such resolution whether the entity is related party to the particular transaction or not. Further, as per Rule 15 of the Companies (Meeting of Board and its Powers) Rule 14, where any Director is interested in any contract or arrangement with a related party, such Director shall not be present at the meeting during discussion on the subject matter of the resolution relating to such contract or arrangement. Accordingly, all related parties of the Company, including the Directors or Key Managerial Personnel of Sinner Energy India Limited shall not participate or vote on this resolution.

The Board recommends this resolution set out in Item No. 6 of this notice for approval of the Members.

Except Mr. Jaymin Modi none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested

Registered Office:

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

By Order of the Board
For Sinner Energy India Limited

Sd/-
Mahesh Raut
Chairman

Date: 17.08.2017

Place: Mumbai