

SIL/CS/2019-20/28

18th July, 2019

To,
Listing Manager,
Department of Corporate Services
Bombay Stock Exchange
P. J. Towers, Dalal Street,
Mumbai – 400001

Scrip Code: 532841

Sub: Notice of Annual General Meeting

Dear Sirs/Ma'am,

Pursuant to the Regulation 30 read with Part A of Schedule III to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Notice of 25th Annual General Meeting of the Company scheduled to be held on Tuesday, August 13, 2019 at 03:30 p.m. at the Plot No. 39, Block No. D-III, MIDC, Chinchwad, Pune - 411 019.

Further, we would like to inform that the Company has initiated the dispatch of the Notice of AGM (including attendance slip, proxy form and route map for reaching the AGM venue) and the Annual Report for the financial year 2018-19, to all its Members on July 18, 2019.

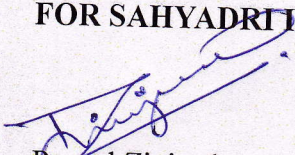
The Notice of AGM and the Annual Report for the financial year 2018-19, are also available on the Company's website at www.silworld.in

Kindly take the same on your record.

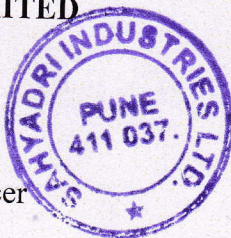
Thanking you,

Yours faithfully,

FOR SAHYADRI INDUSTRIES LIMITED


Prasad Zinjurde

Company Secretary & Compliance Officer



NOTICE

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of the members of Sahyadri Industries Limited will be held on Tuesday, 13th August 2019 at 3.30 PM at Plot No. 39, Block No. D-III, MIDC, Chinchwad, Pune - 411 019, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Report of the Auditors' and Board of Directors thereon and in this regard, to pass the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT, the audited Financial Statements of the Company for the financial year ended March 31, 2019 along with reports of the Board of Directors and Independent Auditors thereon as laid before meeting, be and are hereby received, considered, approved and adopted."

2. To appoint a Director in the place of Mr. Satyen V Patel who retires by rotation and being eligible, offers himself for re-appointment and in this regard, to pass the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT, pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Satyen V Patel (DIN: 00131344), who retires by rotation at this Annual General meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

3. To declare Dividend for the Financial Year ended March 31, 2019.

"RESOLVED THAT, a final dividend of Re 1 per equity share on the paid up equity share capital of the company as recommended by the Board be and is hereby declared."

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification following resolution as an **Ordinary Resolution**

"RESOLVED THAT, pursuant to the provisions of Section 148(3) of the Companies Act, 2013 ("the Act") read Rule 14 (a) (ii) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendments thereof, for the time being in force), Members of the Company hereby ratified and confirmed appointment of M/s. Nimkar Mohani & Associates, Pune as Cost Auditors of the Company at a remuneration of Rs. 30,000/- (Rupees Thirty Thousand only) plus applicable taxes thereon and reimbursement of out of pocket expenses, if any, as approved by the Board of Directors for conducting Audit of the Cost Accounting Records of the Company for the financial year from 01st April, 2019 till 31st March 2020 or extended financial year as may be decided by the Board."

"FURTHER RESOLVED THAT, Mr. J. P. Patel, Executive Chairman or Mr. S. V. Patel, Managing Director be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

**On Behalf of the Board of the Directors
FOR SAHYADRI INDUSTRIES LIMITED**

**Date: 21/5/2019
Place: PUNE**

Sd/-
Jayesh Patel
Chairman
(DIN: 00131517)

Sd/-
Satyen Patel
Managing Director
(DIN: 00131344)

**NOTES:**

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

- 2) A corporate member intending to depute their authorized representatives to attend the Meeting are requested to lodge with the Company well in advance a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- 3) In case of joint shareholders attending the Annual General Meeting, only such joint shareholder who is higher in the order of names will be entitled to vote.
- 4) The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, 6th August, 2019 to Monday, 13th August 2019 (both dates inclusive)
- 5) Members are requested to promptly notify any change in their address to the Company's Registrar & Transfer Agent namely, Sharex Dynamic (India) Pvt. Ltd., C 101, 247 Park, LBS Marg, Vikhroli West, Mumbai 400083. Shareholders holding shares in dematerialized form shall inform any change in their details, address and other to their respective Depository Participants only.
- 6) Members desiring any information about the Company's working are requested to write to the Company at an early date so as to enable the Company to reply at the Annual General Meeting.
- 7) The Annual Report of the Company circulated to the members will be made available on the Company's website at www.silworld.in
- 8) Copies of the Annual Report 2019 are being sent by electronic mode only to those members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes. Any member may request for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2019 are being sent by the permitted mode. However such members are requested to register their respective e-mail address with the Company/ Depository Participant.
- 9) Pursuant to the provisions of Section 123 of the Companies Act 2013, the amount of dividend remaining unpaid or unclaimed for a

period of seven years from the date of its transfer to the Unpaid Dividend Account of the Company is required to be transferred to the Investor Education and Protection Fund set up by the Government of India and no payment shall be made in respect of any such claims by the Fund. Unclaimed dividend amount in respect of final dividend declared during financial year 2011-12 will be transferred to Investor Education & Protection Fund on or before the end of October 2019. Members who have not yet encashed their dividend warrant(s) for the financial years 2011-2012 are requested to make their claims to the Company without any delay.

- 10) The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2010-11, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 10th, 2018 (date of last Annual General Meeting) on the website of the Company (www.silworld.in), as also on the website of the Ministry of Corporate Affairs.
- 11) Members are requested to bring their attendance slip along with the copy of Annual Report to the meeting.
- 12) Additional information pursuant to the Listing Regulations in respect of the Directors seeking appointment / re-appointment at the AGM is enclosed and forms a part of the Notice.
- 13) 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, whose names appear in the Register of Members / list of Beneficial Owners as on close of business hours on 06th August, 2019 i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. The e-voting period will commence at 10th August, 2019 (9.00 AM) and will end at 12th August, 2019 (5.00 PM). The Company has appointed Mr. Suvir Saraf, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

The instructions for shareholders voting electronically are as under:

- I. The voting period begins on 10th August, 2019 (9.00 AM) and will end at 12th August, 2019 (5.00 PM). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 06th August 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. The shareholders should log on to the e-voting website www.evotingindia.com.
- III. Click on Shareholders/Members

- IV. Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- V. Next enter the Image Verification as displayed and Click on Login.
- VI. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- VII. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<ul style="list-style-type: none"> PAN Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- VIII. After entering these details appropriately, click on "SUBMIT" tab.

- IX. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- X. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XI. Click on the EVSN for Sahyadri Industries Limited on which you choose to vote.

- XII. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- XIII. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- XIV. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- XV. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- XVI. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- XVII. If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XVIII. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.



ANNEXURE TO NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.3

The Board of Directors, on the recommendation of the Audit Committee has approved the appointment of M/s. Nimkar Mohani & Associates, Pune, as Cost Auditors of the Company for auditing the cost accounts of the Company relating to the products of the Company, as applicable, for the financial year 2019 -20 at a remuneration of Rs. 30,000/- and applicable rate of taxes and reimbursement of out of pocket expenses at actual.

In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is to be ratified by the Shareholders of the Company. The Board of Directors recommends Ordinary Resolution as proposed at item no.3 of the notice for approval by the shareholders.

None of the Promoters, Directors, Key Managerial Personnel or their relatives is in any way concerned or interested, financially or otherwise, in this resolution.

**On Behalf of the Board of the Directors
FOR SAHYADRI INDUSTRIES LIMITED**

Date: 21/5/2019
Place: PUNE

SD/-
Jayesh Patel
Chairman
(DIN: 00131517)

SD/-
Satyen Patel
Managing Director
(DIN: 00131344)



SATYEN PATEL	
Age	42 years
Qualification	B.Com, Pune University PGPBA from Institute of Management Excellence, Pune
Experience (including expertise in specific functional area) /Brief Resume	More than 20 Years of Experience in the field of Building Material Manufacturing
Terms and Conditions of Re-appointment	No change proposed for re-appointment.
Remuneration last drawn(including sitting fees, if any)	144.35 Lakh per annum for FY 18-19
Remuneration proposed to be paid	No change proposed in remuneration for FY 19-20
Date of first appointment on the Board	01/08/1998
Shareholding in the Company as on March 31, 2019	294326 equity shares of Rs. 10/- each
Relationship with other Directors / Key Managerial Personnel	Cousin brother of Mr. Jayesh P Patel, Chairman and Whole time Director of the Company
Number of meetings of the Board attended during the financial year (2018-19)	5
Directorships of other Boards as on March 31, 2019	1. Poonam Roofing Products Private Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2019	0

**SAHYADRI INDUSTRIES LIMITED**

CIN: L26956PN1994PLC078941

Address: 39/D, Gultekdi, J.N.Road, Pune-411037,

Contact No.020-2644 4625/26/27, Email info@silworld.in.

Website: www.silworld.in

ADMISSION SLIP

Folio No. / DP ID No. & Client ID No.*	
No. of Equity Shares held	

I hereby record my presence at the Twenty Fifth Annual General Meeting of SAHYADRI INDUSTRIES LIMITED held on Tuesday 13th August 2019 at 03:30 pm at Plot No. 39, Block No. D-III, MIDC, Chinchwad, Pune - 411 019

Name of Shareholder (In Block Letters)	
Name of the Proxy holder / Authorized Representative	

*Applicable for investors holding shares in Electronic Mode

Signature of the Shareholder/Proxy/Authorized Representative

NOTE:

1. A member / proxy / authorized representative wishing to attend the Meeting must complete this Admission Slip before coming to the Meeting and hand it over at the entrance.
2. If you intend to appoint a proxy, please complete, stamp, sign and deposit the Proxy Form given below at the Company's Registered Office at least 48 hours before the Meeting.

SAHYADRI INDUSTRIES LIMITED

CIN: L26956PN1994PLC078941

Address: 39/D, Gultekdi, J.N.Road, Pune-411037,

Contact No.020-2644 4625/26/27, Email info@silworld.in.

Website: www.silworld.in

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

Name of the Member(s) : _____

Registered Address : _____

Signature : _____

Folio No/Client ID : _____

*DP ID : _____

I/We being the member(s) of the Sahyadri Industries Limited hereby appoint:

1. Name : _____
 Address : _____
 Email ID : _____
 Signature : _____

Or failing him;

2. Name : _____
 Address : _____
 Email ID : _____
 Signature : _____

Or failing him;

3. Name : _____
 Address : _____
 Email ID : _____
 Signature : _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Twenty Fifth Annual General Meeting of the Company to be held on Tuesday, 13th August 2019 at 3.30 p.m. at No.39, D III block, MIDC, Chinchwad, Pune-411019 and at any adjournment thereof in respect of such resolutions as are indicated below:

#	Resolutions	For	Against
1	To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31 st March, 2019 together with the Report of the Auditors' and Board of Directors thereon.		
2	To re-appoint Mr. S.V. Patel, (DIN: 00131344) as Director of the Company, who retires by rotation and being eligible offers himself for re-appointment.		
3	To declare Dividend for the Financial Year ended March 31, 2019		
4	Ratification of remuneration of M/s Nimkar Mohani, Cost Accountant as Cost Auditor.		



Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting
2. For the resolutions, explanatory statements and Notes, please refer to the Notice of 25th Annual General Meeting
3. ** It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate
4. Please complete all details including details of member(s) in the above box before submission.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

*Applicable for investors holding shares in electronic form.

Signed this day of 2019

Signature of shareholder.....Signature of Proxy holder

Affix Re. I
Revenue stamp