



# Sintex Plastics Technology Limited

CIN: U74120GJ2015PLC084071

Registered Office: In the premises of Sintex-BAPL Ltd., Nr. Seven Garnala,  
Kalol (N.G.) - 382 721, Gujarat, India Phone: +91 2764 253500,

E-mail: [ankitsomani@sintex-plastics.com](mailto:ankitsomani@sintex-plastics.com), Website: [www.sintex-plastics.com](http://www.sintex-plastics.com)

## POSTAL BALLOT NOTICE

**Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014**

**Dear Member(s),**

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ("**Act**") read with the Companies (Management and Administration) Rules, 2014 ("**Rules**") and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("**SEBI ICDR Regulations**") including any statutory modification or re-enactment thereof for the time being in force, and pursuant to other applicable laws and regulations, for seeking the consent of the Members of Sintex Plastics Technology Limited ("**Company**") and to pass the below resolutions through postal ballot:

**Following Special Businesses are requested to be passed by the Members through postal ballot:**

### **ITEM NO - 1: INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION**

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

**"RESOLVED THAT** in accordance with the provisions of Sections 13 and 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the Members be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 65,00,00,000/- (Rupees Sixty Five Crores only) divided into 65,00,00,000 (Sixty Five Crores) equity shares of Re. 1/- (Rupee One Only) each to Rs. 76,00,00,000/- (Rupees Seventy Six Crores only) divided into 76,00,00,000 (Seventy Six Crores) equity shares of Re. 1/- (Rupee One Only) each by creation of additional 11,00,00,000 (Eleven Crores) equity shares of Re. 1/- (Rupee One Only) each ranking pari passu in all respect with the existing equity shares of the Company and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

"V. The Authorised Share Capital of the Company is Rs. 76,00,00,000/- (Rupees Seventy Six Crores Only) divided into 76,00,00,000 (Seventy Six Crores) Equity Shares of Re.1/- (Rupee One Only) each."

**"RESOLVED FURTHER THAT** the Board of Directors ('the Board', which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to on any Director(s), Company Secretary or any other officer of the Company."

### **ITEM NO - 2: PREFERENTIAL ISSUE OF WARRANTS CONVERTIBLE INTO FULLY PAID-UP EQUITY SHARES**

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 42, Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("**Companies Act**") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**SEBI ICDR Regulations**"), relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Uniform Listing Agreements entered into by the Company with the Stock exchanges, where the shares of the Company are listed and subject to the requisite approvals, permissions or consents, if any, of the Central Government, Reserve Bank of India, Stock Exchanges, SEBI, banks, financial institutions, and any other appropriate authorities under any other applicable laws, rules and regulations in force for the time being and from time to time ("**Concerned Authorities**") in this regard and further subject to such terms, conditions, stipulations and modifications as may be prescribed, imposed or suggested by any of the Concerned Authorities while granting such approvals, permissions or consent as may be necessary or which may be agreed to, by the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall include any committee constituted by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to the consent and approval of the Members of Company be and is hereby

accorded to the Board to create, offer, issue and allot upto 66700000 fully convertible warrants convertible into equity shares of face value of Re. 1/- each of the Company, at any time within 18 months from the date of allotment of the Warrants, for cash, at an exercise price of Rs. 90/- per Warrant (including a premium of Rs. 89/-) aggregating upto Rs. 600.30 crores or such other higher price and value, as may be arrived at in accordance with Chapter VII of the SEBI ICDR Regulations, being not less than the price determined in accordance with Chapter VII of the SEBI ICDR Regulations to the below mentioned person (“Allottee”) through preferential issue, in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations, at such time or times and on such terms and conditions and in such manner as may be decided by the Board in this regards. Each Warrant shall be convertible into 1 (one) equity share of nominal value of Re.1/- each.

Sr. No.	Name of the Allottee	Address	PAN	No. of Warrants to be allotted	Category
1	M/s. Star Line Leasing Limited	Abhijit-I, 5th Floor, Mithakhali Six Roads, Ellisbridge, Ahmedabad-380 006, Gujarat.	AAACS7851A	upto 66700000	Promoter Group Company

Without prejudice to the generality of the above, the aforesaid issue of warrants shall be on the following terms:

1. An amount equivalent to 25% of the issue price of the Warrants shall be payable at the time of subscription and allotment of the Warrant. The balance 75% of the issue price shall be payable by the Allottee upon exercise of the entitlement attached to warrant(s) to subscribe for Equity share(s). The amount paid against Warrants shall be adjusted/ set off against the issue price of the resultant equity shares.
2. If the entitlement against Warrants to apply for the equity shares is not exercised within eighteen months from the date of issue of Warrants, the entitlement of the Allottee to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such Warrant shall stand forfeited by the Company.

“**RESOLVED FURTHER THAT** the relevant date for the purpose of determination of the issue price of securities, under chapter VII of the SEBI ICDR Regulations be fixed as Thursday, 8<sup>th</sup> February, 2018 being 30 days prior to the last date of receipt of duly completed postal ballot forms or e-voting, i.e. Saturday, 10<sup>th</sup> March, 2018 (Deemed date of passing of this resolution by Members of the Company through Postal Ballot).”

“**RESOLVED FURTHER THAT** since the equity shares of the Company are frequently traded, the issue price shall be calculated in accordance with the provisions of chapter VII of SEBI ICDR Regulations.”

“**RESOLVED FURTHER THAT** the equity shares to be allotted pursuant to conversion of Warrants shall be in dematerialised form and the equity shares to be issued upon exercise of option by warrants holders shall rank pari passu with the existing equity shares of the Company in all respects, including but not limited to dividend and they shall be subject to the provisions of the Memorandum and the Articles of Association of the Company.”

“**RESOLVED FURTHER THAT** the equity shares to be issued and allotted pursuant to conversion of Warrants to the Allottee shall be subject to lock-in, as specified in regulation 78(1) of Chapter VII of SEBI ICDR Regulations. The entire pre-issue shareholding of Allottee shall be under lock in from the relevant date up to a period of six months from the date of trading approval.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitations, to issue and allot equity shares upon exercise of the entitlement attached to Warrants, issuing certificates/ clarifications, effecting any modifications or changes to the foregoing (including modifications to the terms of the issue), entering into contract, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubt that may arise in regard to the offer, issue and allotment of the Warrants and utilization of proceeds of the Warrants, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decision of the Board shall be final, binding and conclusive in all respects.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred by above resolutions to any Director(s) or to any committee of Directors or any other officer(s) of the Company or any other person as the Board may at its absolute discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effects to the aforesaid resolution.”

By Order of the Board of Directors  
For Sintex Plastics Technology Limited

Place: Ahmedabad  
Date: 2<sup>nd</sup> February, 2018

Ankit Somani  
Company Secretary

Registered Office: In the premises of Sintex–BAPL Ltd.,  
Nr. Seven Garnala, Kalol (N.G.) - 382 721, Gujarat, India

**Notes:**

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts in respect of the resolutions is annexed hereto.
2. All documents referred to in this postal ballot notice and explanatory statement setting out material facts are open for inspection by the Members at the Registered Office of the Company during normal business hours from 10:00 a.m. to 1:00 p.m. on all working days (excluding Saturday, Sunday and public holiday) upto the date of passing of the above resolution.
3. This Notice is being sent electronically by e-mail, to those Members who have registered their e-mail addresses with the Depositories and physically by speed post to all the remaining Members, whose names appear in the Company's Register of Members as on 2<sup>nd</sup> February, 2018 and any recipient of this Notice, who has no voting rights as on the aforesaid date should treat the same as intimation only.
4. The postal ballot form, along with the instructions for postal ballot voting and e-voting, is enclosed separately.
5. The postal ballot notice along with the postal ballot form shall also be hosted on Company's website: [www.sintex-plastics.com](http://www.sintex-plastics.com) and website of the depository, Central Depository Services (India) Limited (CDSL): [www.evotingindia.com](http://www.evotingindia.com).
6. Members can also register their e-mail IDs and contact numbers with the Company by sending details to Mr. Ankit Somani, the Company Secretary or with our Registrar and Transfer Agent, viz., M/s. Link Intime India Pvt. Ltd. on Telephone: +91 79 2646 5179/5186/5187; to enable the Company to communicate to the Members, the information about various developments in the Company via e-mail / SMS.
7. Resolutions passed by the Members through postal ballot including voting by electronic means shall be deemed to have been passed, as if they have been passed at a general meeting of the Members convened in that behalf.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member / beneficial owner (in case of electronic shareholding) as on Friday, 2<sup>nd</sup> February, 2018.
9. In compliance with Sections 108 and 110 of the Companies Act, 2013 and Rules made thereunder and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to Members to exercise their votes electronically and to vote on all resolutions through the e-voting service facility arranged by CDSL. The instructions for e-voting are annexed to the Notice at Note No. 14.
10. A Member cannot exercise his vote by proxy on postal ballot.
11. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
12. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the results of voting by postal ballot (including voting through electronic means) will be declared by placing it along with the Scrutinizer's report on the Company's website, [www.sintex-plastics.com](http://www.sintex-plastics.com) and communicated to the Stock Exchanges.
13. The resolutions, if approved, shall be deemed to have been passed on the last date of receipt of duly completed postal ballot forms or e-voting, i.e. Saturday, 10<sup>th</sup> March, 2018.

**14. E-Voting Procedure:**

- (i) The e-voting period commences on Friday, February 9, 2018 (9:00 a.m.) and ends on Saturday, March 10, 2018 (5:00 p.m.). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 2<sup>nd</sup> February, 2018, may cast their vote by e-voting. 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](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. 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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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 in the PAN field the first two characters of their name in CAPITAL letters e.g. If your name is Ramesh Kumar then enter RA followed by the Sr. No. given at the top/beginning of the address Slip (pasted on envelope).
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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.  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 the relevant <Company Name> 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 login/changed 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 use Mobile app - “m - Voting” for e voting. m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).

(xix) **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](http://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](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details, 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](mailto: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.

(xx) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

15. The Company has appointed M/s. M. C. Gupta & Co., Company Secretaries, (Membership No. FCS :2047) (Address: 703, Mauryansh Elanza, Nr. Parekh's Hospital, Shyamal Cross Roads, Ahmedabad - 380015) as the Scrutinizer for conducting the postal ballot and e-voting process in fair and transparent manner.
16. In case, the Members who have been sent this Notice electronically and who do not want to avail the e-voting facility organized through CDSL, such Members may send a request to the Company at ankitsomani@sintex-plastics.com or info@sintex-plastics.com for obtaining the Notice and Postal Ballot Form in physical form. On receipt of such requests, the Company will dispatch the same in physical form to enable the Members to send back the Postal Ballot so as to reach by Saturday, the 10th March, 2018. Members, holding shares as on Friday, the 2<sup>nd</sup> February, 2018, who had not received postal ballot notice and form may apply to Registrar Share Transfer Agent of the Company and obtain duplicate copy thereof.

The scrutinizer shall unblock the remote e-voting facility at the end of the e-voting period; in presence of atleast two witnesses not in the employment of the company and make a scrutinizer's report of the votes cast in favour or against if any, to the Chairman.

#### **EXPLANATORY STATEMENT**

##### **(Pursuant to section 102 of the Companies Act, 2013)**

As required by section 102 of the Companies Act, 2013 ("**the Companies Act**"), the following explanatory statement sets out all material facts relating to the business mentioned under items 1 and 2 of the accompanying notice.

#### **FOR ITEM NO. 1: INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION**

The Board of Directors of the Company in their meeting held on 2<sup>nd</sup> February, 2018, subject to requisite approvals and consents, resolved to offer fully convertible Warrants to the Promoter Group Company on preferential basis. In order to facilitate Preferential issue of Warrants and for further requirements, if any, it is proposed to increase the Authorised Share Capital to Rs. 76,00,00,000/- (Rupees Seventy Six Crores only) divided into 76,00,00,000 (Seventy Six Crores) equity shares of Re. 1/- each by creation of additional 11,00,00,000 (Eleven Crore) equity shares of Re. 1/- each. The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause V of the Memorandum of Association of the Company.

A copy of altered Memorandum of Association of the Company is available for inspection by any Member at the Registered Office of the Company on all working days except Saturdays, Sundays and public holidays from 10.00 a.m. to 1.00 p.m. upto the date of passing of the above resolution.

None of the Directors and other Key Managerial personnel of the Company or their relatives are, in any way, deemed to be concerned or interested financially or otherwise, in the said resolution except as holders of the equity shares in general.

The Board of Directors accordingly recommend the Resolution set out at Item No. 1 of the accompanying Notice for the approval of the Members.

#### **FOR ITEM NO. 2: PREFERENTIAL ISSUE OF WARRANTS CONVERTIBLE INTO FULLY PAID-UP EQUITY SHARES**

The Board of Directors of the Company at its meeting held on 2<sup>nd</sup> February, 2018 approved the proposal to create, offer, issue and allot upto 66700000 fully convertible warrants convertible into equity shares of face value of Re. 1/- each of the Company, at any time within 18 months from the date of allotment of the Warrants, for cash, at an exercise price of Rs. 90/- per Warrant (including a premium of Rs. 89/-) aggregating upto Rs. 600.30 crores or such other higher price and value, as may be arrived at in accordance with Chapter VII of the SEBI ICDR Regulations, being not less than the price determined in accordance with Chapter VII of SEBI ICDR Regulations, to M/s. Star Line Leasing Limited ("**Allottee**") ("**Preferential Issue**").

The relevant date for the purpose of determination of the issue price of securities, under chapter VII of the SEBI ICDR Regulations be fixed as Thursday, 8<sup>th</sup> February, 2018 being 30 days prior to the last date of receipt of duly completed postal ballot forms or e-voting, i.e. Saturday, 10<sup>th</sup> March, 2018.

The following disclosure is made in accordance with the provisions of Chapter VII of SEBI ICDR Regulations and the Companies (Share Capital and Debentures) Rules, 2014 and any amended thereto for the Preferential Issue:

##### **1. Objects of the Preferential Issue and details of utilization of proceeds:**

The funds to be raised from the proposed Preferential Issue of Warrants and Equity Shares arising on exercising the right attached to the Warrants pursuant to this resolution will be utilized to repay the existing debt of the subsidiary(ies).

##### **2. Intention of the promoters/ directors/ key managerial personnel to subscribe to the offer:**

Preferential Issue is being made to the promoter group company. M/s. Star Line Leasing Limited is interested in the proposal to the extent of the allotment to it. No Warrants or Equity Shares are being offered to the Directors, Key Managerial Personnel or relatives of Directors/Key Managerial Personnel of the Company.

##### **3. Basis on which the price has been arrived at along with report of the registered valuer:**

This is not applicable in the present case, since the Company is a listed company and its equity shares are frequently traded. However, it is agreed that the issue price shall be calculated in accordance with the provisions of chapter VII of SEBI ICDR Regulations, which will be based on price at the Stock Exchange, at which highest trading volume in respect of equity shares have been recorded.

#### 4. Terms of Issue of Warrants:

The Allottee of Warrants shall be required to pay an amount equivalent to 25% of the issue price at the time of subscription and allotment of each Warrant. The balance 75% of the issue price shall be payable by the Allottee upon exercise of the entitlement attached to Warrant(s) to subscribe for equity share(s) within a period of eighteen months from the date of allotment of warrants. The initial amount of 25% paid against the Warrants shall be adjusted/ set off against the issue price of the resultant equity shares. The Allottee shall be entitled to exercise its right to subscribe for the equity shares in one or more tranches as and when it deems fit within the prescribed period of eighteen months. The Allottee shall be required to pay the balance amount of 75% of the Issue price to the extent of the number of equity shares they intend to subscribe in each such tranche.

If the entitlement against the Warrants to apply for the equity shares is not exercised by the Allottee, within the specified period of eighteen months as stipulated under regulation 75 of ICDR Regulations 2009, the entitlement of the Allottee 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 by the Company.

Upon receipt of the requisite payment of the remaining 75% of the consideration payable in respect of the Warrants, as above, the Board (or a committee thereof) shall allot one equity share per warrant by appropriating Re. 1/- towards equity share capital and the balance amount paid against each warrant towards the securities premium. The allotment shall only be made in the dematerialized form.

The equity shares to be issued upon exercise of option by Allottee shall rank pari passu with the existing equity shares of the Company in all respect including but not limited to dividend, subject to lock-in as per requirements of SEBI ICDR Regulations and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

#### 5. Lock in period:

The equity shares to be issued and allotted pursuant to conversion of Warrants to the Allottee shall be subject to lock-in, as specified in regulation 78(1) of Chapter VII of SEBI ICDR Regulations. The entire pre-issue shareholding of Allottee shall be under lock in from the relevant date up to a period of six months from the date of trading approval.

#### 6. The class of person to whom the allotment is proposed to be made:

The details of Allottee are given as under:

Sr. No.	Name of Allottee	Address	PAN	Maximum no. of Warrants to be allotted	Category
1	M/s. Star Line Leasing Limited	Abhijit-I, 5th Floor, Mithakhali Six Roads, Ellisbridge, Ahmedabad-380 006, Gujarat.	AAACS7851A	upto 66700000	Promoter Group Company

#### 7. Pre and Post Preferential Issue shareholding pattern:-

Sr. No.	Category	Pre Issue (as on 26.01.2018)		Post conversion of Warrants (assuming full conversion)	
		No. of Shares Held	% of Shareholding	No. of Shares Held	% of Shareholding
<b>A</b>	<b>Promoters Holding:</b>				
<b>1</b>	<b>Indian :</b>				
i	Individual	3004149	0.51	3004149	0.46
ii	Bodies Corporate	172976978	29.30	239676978	36.47
<b>2</b>	<b>Foreign Promoters</b>				
	<b>Sub Total (A)</b>	<b>175981127</b>	<b>29.81</b>	<b>242681127</b>	<b>36.93</b>
<b>B</b>	<b>Non – Promoters’ Holding :</b>				
<b>1</b>	<b>Institutional Investors</b>	114105608	19.33	114105608	17.36
<b>2</b>	<b>Non-Institution</b>				
i	Individual	209504784	35.48	209504784	31.88
ii	Trusts	75811	0.01	75811	0.01
iii	Foreign National	15715	0.00	15715	0.00
iv	HUF	11432014	1.94	11432014	1.74
v	Non Residents	8641182	1.46	8641182	1.31
vi	Other Directors/Relatives	50500	0.01	50500	0.01
vii	Clearing Members	10928614	1.85	10928614	1.66
viii	Bodies Corporate	59598638	10.09	59598638	9.07
ix	Associated Person	1500	0.00	1500	0.00
X	Foreign Portfolio Investor (Individual)	100400	0.02	100400	0.02
	<b>Sub Total (B)</b>	<b>414454766</b>	<b>70.19</b>	<b>414454766</b>	<b>63.07</b>
	<b>Grand Total (A + B)</b>	<b>590435893</b>	<b>100.00</b>	<b>657135893</b>	<b>100.00</b>

In terms of the Composite Scheme of Arrangement, USD 67 Million Foreign Currency Convertible Bonds due 2022 (FCCBs), issued by Sintex Industries Limited aggregating to USD 18.5 Million FCCBs are outstanding for conversion as on date of this notice, which would entitle holders of such FCCBs to be issued an aggregate of 1,35,39,039 Equity Shares by the Company upon conversion of such FCCBs. Such Equity Shares have not been considered for the purposes of the above Post Issue Shareholding Pattern.

**8. The identity of the natural persons, who are the ultimate beneficial owners of the Warrants proposed to be allotted and / or who ultimately control the Allottee are as follows:**

Identity of the proposed Allottee	Category	Pre Issue holding	% Shareholding	The maximum number of equity shares proposed to be allotted to Allottee post Conversion of Warrants	% Shareholding post conversion of Warrants into equity shares	Natural persons who are the ultimate beneficial owner of the shares proposed to be issued
M/s. Star Line Leasing Limited	Promoter Group Company	1713221	0.29	66700000	10.41	Pl. see note below

M/s. Star Line Leasing Limited is controlled by Mr. Amit D. Patel, the Managing Director of the Company. Mr. Amit D. Patel and his Immediate Relatives are the Ultimate Beneficial Owners for the proposed allotment. The above allotment will enable them to exercise 10.55% voting rights in the Company.

The Key Shareholders of M/s. Star Line Leasing Limited are namely Mr. Amit D. Patel, Mrs. Anal Amit Patel, Mr. Luv Amit Patel and Mr. Kush Amit Patel, who are holding approximately 78.94% of Equity Share Capital of M/s. Star Line Leasing Limited. There exists no shareholders' or voting agreements between the shareholders of M/s. Star Line Leasing Limited. M/s. Star Line Leasing Limited is managed by its Board of Directors.

**9. Proposed time within which allotment shall be completed:-**

The securities shall be issued and allotted within a period of fifteen (15) days from the date of passing of Special Resolution as mentioned in this Notice; provided that where the allotment of such securities is pending on account of pendency of any regulatory approval for such allotment, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable SEBI ICDR Regulations as amended from time to time.

**10. Change in Control:-**

There will be no change in the Board of Directors consequent to the preferential issue as aforesaid. There shall be no change in control of the Company pursuant to the issue of Warrants as well as post conversion. The proposed preferential allotment will not result in any change in management control of the Company, as the proposed allottee belongs to the promoter group of the Company.

**11. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

This is not applicable in the present case, since the allotment is not being made for consideration other than cash.

**12. Undertakings:-**

In terms of the SEBI ICDR Regulations, the Company hereby undertakes that:

- i. It shall re-compute the price of the specified securities in terms of the provisions of the SEBI ICDR Regulations, where it is required to do so.
- ii. If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the specified securities shall continue to be locked in till the time such amount is paid by the Allottee.
- iii. The Company, directors and promoters are not categorized as willful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the RBI.

**13. Number of persons to whom allotment on preferential basis has been made in the current financial year, in terms of number of securities as well as the price:**

None

#### 14. Auditor's Certificate:-

A copy of certificate issued by M/s R. Choudhary & Associates, Chartered Accountants, Statutory Auditors of the Company certifying that the proposed Preferential Issue is being made in accordance with the Chapter VII of SEBI ICDR Regulations, shall be available for inspection at the Registered Office of the Company during normal business hours from 10:00 a.m. to 1:00 p.m. on all working days (excluding Saturday, Sunday and public holiday) upto the date of passing of the above resolution.

Pursuant to the provisions of Section 62(1)(c) of the Companies Act, 2013 and as per SEBI ICDR Regulations, the above preferential issue requires approval of Members by way of Special Resolution.

The Board recommends the said resolution to be passed as a Special Resolution.

None of the Directors of the Company or Key Managerial Personnel of the Company including their relatives are in any way, deemed to be concerned or interested financially or otherwise, in the resolution, save and except Mr. Amit D. Patel and Mr. Dinesh B. Patel and their relatives, who are deemed to be concerned, since the proposed resolution pertains to the preferential issue of Warrants to Promoter Group entity, and as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company.

Documents referred in the accompanying Notice are open for inspection at the registered office of the Company during normal business hours from 10:00 a.m. to 1:00 p.m. on all working days (excluding Saturday, Sunday and public holiday) upto the date of passing of the above resolution.

By Order of the Board of Directors  
**For Sintex Plastics Technology Limited**

**Place:** Ahmedabad  
**Date:** 2<sup>nd</sup> February, 2018

**Ankit Somani**  
Company Secretary

**Registered Office:** In the premises of Sintex-BAPL Ltd.,  
Nr. Seven Garnala, Kalol (N.G.) - 382 721, Gujarat, India