

# SARTHAK INDUSTRIES LIMITED

CIN: L99999MH1982PLC136834

Regd. Office: ROOM NO. 4, ANNA BHUVAN, 3RD FLOOR, 87C DEVJI RATANSI MARG, DANA BUNDER, MUMBAI, (Maharashtra) 400009, Phone: 022 23486740, Email: [sarthakindustries@yahoo.in](mailto:sarthakindustries@yahoo.in), website: [www.sarthakindustries.com](http://www.sarthakindustries.com)

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## NOTICE

NOTICE is hereby given that the 34<sup>th</sup> Annual General Meeting of the members of **Sarthak Industries Limited** will be held at Room No. 4, Anna Bhuvan, 3<sup>rd</sup> Floor, 87C Devji Ratansi Marg, Dana Bunder, Mumbai- (MH) – 400009 on Monday, the 24<sup>th</sup> September, 2018 at 1.00 p.m. to transact the following businesses:

### ORDINARY BUSINESSES

1. To receive, consider and adopt the financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 together with the Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Deepika Arora (DIN: 07117491) who retires by rotation and being eligible offers herself for re-appointment.

### SPECIAL BUSINESSES

3. To ratify and confirm payment of remuneration of Cost Auditors for the financial year ending March 31<sup>st</sup>, 2019 and in this regard to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such Orders, Rules, Notifications, as may be promulgated by the appropriate authorities in this regard, the remuneration of Rs. 20,000/- (Rs. Twenty Thousand only) plus taxes as applicable and reimbursement of out of pocket expenses for the financial year ending 31<sup>st</sup> March, 2019 as approved by the Board of Directors of the Company, payable to M/s. A. GOYAL AND CO., Cost Accountants (Firm Registration No. 101308) for conducting the audit of the cost records of the Company be and is hereby ratified and confirmed.”

4. To approve the appointment of Mr. Nimishek Ved (DIN: 07362817) as an Independent Director of the Company and in this regard 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 Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made there under (including any statutory modification(s) or re enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Nimishek Ved (DIN: 07362817), who was appointed as an Additional Director of the Company with effect from 27<sup>th</sup> November, 2017 and whose term of office expires at this Annual General Meeting and who has offered himself for appointment as Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years w.e.f. 30.06.2018 and he shall not be liable to retire by rotation.

5. To approve the re-appointment of Mr. Vijay Rathi (DIN: 01474776) as an Independent Director of the Company and in this regard 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 Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Vijay Rathi (DIN: 01474776), who was appointed as an Independent Director of the Company at the 30<sup>th</sup> Annual General Meeting of the Company and who holds office of the Independent Director up to 31<sup>st</sup> March, 2019 and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a Notice in writing under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.”

6. To approve the re-appointment of Mr. Udesb Dassani (DIN: 00511709) as an Independent Director of the Company and in this regard 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 Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Udesb Dassani (DIN: 00511709), who was appointed as an Independent Director of the Company at the 30<sup>th</sup> Annual General Meeting of the Company and who holds office of the Independent Director up to 31<sup>st</sup> March, 2019 and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a Notice in writing under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.”

By order of the Board of Directors

Place: Indore  
Dated: 14<sup>th</sup> August, 2018

**AMIT JAIN**  
COMPANY SECRETARY

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A 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 THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. **A PERSON SHALL ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 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 PROXY FOR ANY OTHER MEMBER.**
3. Register of Members and Share Transfer Books of the Company will remain closed from **17<sup>th</sup> September, 2018 to 24<sup>th</sup> September, 2018** (both days inclusive).
4. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) in respect of item no. 3 to 6 of the notice set out above, is annexed hereto.
5. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on 26<sup>th</sup> September, 2017.
6. Details of Directors retiring by rotation / seeking appointment / re-appointment at the ensuing Meeting are provided in the “Annexure” to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.
7. In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. transfer of shares, deletion of name, transmission of shares and transposition of shares.
8. SEBI has mandated that transfer of securities would be carried out in dematerialized form only with effect from 05.12.2018. As per the said amendment ‘except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository’. The shareholders who continue to hold their shares in physical form, advising them to get the same dematerialized before 05.12.2018.
9. As per the Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, the following documents/ information are required to be submitted by members holding shares in physical form:
  - i. Self attested copy of the PAN Card (All the holders in case of joint holding), and
  - ii. Original Cancelled Cheque Leaf bearing name of the shareholder OR Copy of Bank Passbook/ Statement showing name of account holder attested by bank having MICR/IFSC etc. (of the first holder in case of joint holding).Members holding shares in physical form are requested to submit the above mentioned details/ documents to Registrar & Share Transfer Agent (RTA) Sarthak Global Limited, 170/10, Film Colony, R.N.T. Marg, Indore (MP) 452001.
10. Members are requested to:
  - a. Complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.

- b. Bring their copies of the Annual Report at the time of attending the Annual General Meeting.
  - c. Send their questions at least 10 days in advance of the Annual General Meeting about any further information on accounts so as to enable the Company to answer their question satisfactorily.
11. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days except Saturday between 11.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting.
12. The Notice of Annual General Meeting and Annual Report of the Company for the year 2017-18, circulated to the Members of the Company, is available on the Company's website viz. [www.sarthakindustries.com](http://www.sarthakindustries.com).

**13. Remote E-Voting**

- (I) In compliance with provisions of Section 108 of the Companies Act, 2013 read with the relevant Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 34<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services provided by Central Depository Services (India) Limited (CDSL).

**The instructions for shareholders voting electronically are as under:**

- (i) The remote e-voting period begins on Friday, 21<sup>st</sup> September, 2018 at 9.00 a.m. and ends on Sunday, 23<sup>rd</sup> September, 2018 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 17<sup>th</sup> September, 2018 i.e. cut-off date (record date), may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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). <ul style="list-style-type: none"> <li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first letter of their name and the 9 digits of the sequence number (which is printed on address sticker), in the PAN field.</li> <li>● In case the sequence number is less than 9 digits enter the applicable number of 0's before the number after the first character of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter R000000001 in the PAN field.</li> </ul>
Dividend Bank	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as

Details OR Date of Birth (DOB)	<p>recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>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 (v).</li> </ul>
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- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for “SARTHAK INDUSTRIES LIMITED” on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the 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.
- (xix) 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 playstore. Iphone and Windows phone users can download the app from the App store and Windows phone store respectively. Please follow the Instructions as prompted by the mobile app while voting on your mobile
- (xx) Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) 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 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](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.

- (xxi) 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).
- (II) (a) Mr. L. N. Joshi, FCS 5201, Practicing Company Secretary (CP No 4216) has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (b) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would 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 and make, not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer’s report of the total votes cast in favor or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
14. Voting is provided to the members through remote e-voting and at the annual general meeting of the Company. A Member can opt for only one mode of voting i.e. either through e-voting or at the Annual General Meeting of the Company.
15. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
16. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail.
17. At the meeting, after all the items of the notice have been discussed, the Chairman will order poll in respect of all the items. Poll will be conducted and supervised under the Scrutinizer appointed for remote e-voting as stated above. After conclusion of the poll, the Chairman may declare the meeting as closed.
18. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.sarthakindustries.com](http://www.sarthakindustries.com) not later than 48 hours of conclusion of the Annual General Meeting of the Company and will be communicated to the Stock Exchange(s).
19. A route map and prominent land mark for easy location to the venue of AGM is attached to this Notice.

By order of the Board of Directors

Place: Indore  
Dated: 14<sup>th</sup> August, 2018

**AMIT JAIN**  
COMPANY SECRETARY

## **ANNEXURE TO THE NOTICE**

### **Explanatory Statement as required under Section 102 of the Companies Act, 2013**

#### **Item No. 3:**

The Board of Directors of the Company on the recommendation of the Audit Committee has approved the appointment and remuneration of M/s. A. GOYAL AND CO., Cost Accountants (Firm Registration No. 101308), to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019 at a remuneration of Rs. 20,000/- (Rupees Twenty Thousand only) plus taxes as applicable and reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013, the remuneration payable to the cost auditors has to be ratified by the shareholders of the Company.

The Board recommends the Ordinary Resolution at Item No. 3 for approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested financially or otherwise in the Ordinary Resolution set out at Item No. 3 of the Notice.

#### **Item No. 4:**

Mr. Nimishek Ved (DIN: 07362817) was appointed by the Board as an additional director of the Company w.e.f. 27<sup>th</sup> November, 2017 and he holds office up to the date of the ensuing Annual General Meeting. The Board appointed him as Independent Director of the Company for a period of 5 years w.e.f. 30.06.2018 subject to approval of members in general meeting.

The Company has received a notice under Section 160 of the Companies Act, 2013 ("the Act") along with the deposit of the requisite amount proposing his candidature for the office of Director of the Company.

Mr. Nimishek Ved has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and he is independent of the management.

Section 149(10) of the Act provided that an independent director shall hold office for a term of upto five consecutive years on the Board. Further, section 149(13) of the Act, states that the provision relating to retirement of directors by rotation shall not apply to the appointment of independent directors. In compliance with the provisions of the Companies Act, 2013, it is proposed to appoint Mr. Nimishek Ved as an independent director of the Company to hold office for a term of 5 years w.e.f. 30.06.2018.

Pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, Details of Mr. Nimishek Ved are provided and form a part of the Notice.

A copy of the draft letter of appointment of Mr. Nimishek Ved as an Independent Director, setting out the terms and conditions, is available for inspection by the Members at the registered office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 10:00 am to 12:00 pm up to the date of the AGM.

The Board recommends the Ordinary Resolution at Item No. 4 for approval of the members.

Save and except Mr. Nimishek Ved, None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested financially or otherwise in the Ordinary Resolution set out at Item No. 4 of the Notice.

**Item No. 5 and 6:**

In the 30<sup>th</sup> Annual General Meeting held on 10.09.2014, Mr. Vijay Rathi (DIN: 01474776) and Mr. Udesb Dassani (DIN: 00511709) were appointed as Independent Directors of the Company for a term of five years.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, their background and experience and contributions made by them during their tenure, considers that, the continued association of aforesaid Independent Directors would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, they are proposed to be re-appointed as Independent Directors of the Company, not liable to retire by rotation, for second term of 5 (five) consecutive years on the Board of the Company.

The Proposed appointees are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has also received declaration from appointees that they meet the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

In the opinion of the Board, proposed appointees fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations. They are independent of the management. Copy of draft letter of appointment of proposed appointees setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 10:00 am to 12:00 pm up to the date of the AGM.

The Company has received notices in writing under section 160 of the Act, proposing their candidature for the office of Director of the Company.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

Pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, Details of Mr. Vijay Rathi and Mr. Udesb Dassani are provided and form a part of the Notice.

The Board recommends the Special Resolution set out at Item No. 5 and 6 of the Notice for approval by the members.

Save and except above respective Independent Directors himself, none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the special resolution set out at Item No. 5 and 6 of the Notice.

By order of the Board of Directors

Place: Indore  
Dated: 14<sup>th</sup> August, 2018

**AMIT JAIN**  
COMPANY SECRETARY



**ADDITIONAL INFORMATION OF DIRECTORS SEEKING RE-APPOINTMENT/  
APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING PURSUANT TO  
REGULATION 36(3) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS)  
REGULATION 2015 AND SECRETARIAL STANDARD OF GENERAL MEETING:**

<b>Name of Director</b>	<b>MS. DEEPIKA ARORA (DIN: 07117491)</b>	<b>Mr. NIMISHEK VED (DIN: 07362817)</b>	<b>MR. VIJAY RATHI (DIN: 01474776)</b>	<b>Mr. UDESH DASSANI (DIN: 00511709)</b>
<b>Date of Birth</b>	03.05.1983	04.04.1980	07.01.1952	11.02.1973
<b>Age</b>	35 years	38 years	66 Years	45 years
<b>Date of first appointment</b>	16.03.2015	27.11.2017	28.01.2004	24.03.2004
<b>Expertise / Experience in specific functional areas</b>	She is having vast experience in the field of finance.	He is having more than 17 years of experience in Infrastructure, Telecom, Real Estate, Dairy, Transaction Advisory, M&A, Project Funding, Government projects under PPP Model including BOT, Annuity, DBFOT projects, worked in MNC at senior position as CEO for its Indian operation including business integration.	He is presently practicing as a Chartered Accountant and having vast experience in conducting stock audits of various banks.	He is presently practicing as a Chartered Accountant and having vast experience in accounts and audit.
<b>Qualification</b>	C.A.	C.A.	M.A., M.Com., LL.B., FCA	LL.B., FCA
<b>Terms and Conditions of Appointment/ Re-appointment</b>	As per the resolution passed by the shareholders at the Annual General Meeting held on 22 <sup>nd</sup> September, 2015.	As provided in the resolution at Item No. 4 of the Notice of this Annual General Meeting.	As per the resolution at item no. 5 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Vijay Rathi is proposed to be re-appointed as an Independent Director.	As per the resolution at item no. 6 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Udesch Dassani is proposed to be re-appointed as an Independent Director.
<b>Remuneration last drawn (Sitting fee during 2017-18)</b>	Rs. 6,000 as Sitting Fee during the financial year 2017-18.	Rs. 3,000 as Sitting Fee during the financial year 2017-18.	Rs. 15,000 as Sitting Fee during the financial year 2017-18.	Rs. 10,000 as Sitting Fee during the financial year 2017-18.
<b>Remuneration proposed to be paid</b>	As per existing terms and conditions	As provided in the resolution at Item No. 4 of the Notice of this Annual General Meeting.	As per the resolution at item no. 5 of the Notice convening this Meeting read with explanatory statement thereto.	As per the resolution at item no. 6 of the Notice convening this Meeting read with explanatory statement thereto.

<b>No. &amp; % of Equity Shares held in the Company (as on 31.03.2018).</b>	Nil	Nil	Nil	Nil
<b>Directorship in other Companies (As on 31.03.2018)</b>	Nil	Nil	Anik Industries Ltd.	1. Brightstar Infrastructure Private Limited 2. RRHL Realty Limited
<b>Number of Meetings of the Board attended during the year.</b>	6 out of 10	2 out of 4	9 out of 10	4 out of 10
<b>Chairman / Member of the Committees of the Board Directors of other Companies</b>  (includes only Audit Committee and Stakeholders' Relationship Committee)	Nil	Nil	Chairman of Audit Committee and Stakeholders' Relationship Committee of Anik Industries Ltd.	Chairman of Audit Committee of RRHL Realty Limited and Brightstar Infrastructure Pvt. Ltd.
<b>Chairman/Member of the Committees of the Board of Directors of the Company</b>	Nil	Member of Nomination & Remuneration Committee and Risk Management Committee.	Chairman of Audit Committee, Nomination & Remuneration Committee and Member of Stakeholders' Relationship Committee of Company	Chairman of Stakeholders' Relationship Committee and Member of Audit Committee, and Nomination & Remuneration Committee
<b>Relationship between directors inter-se.</b>	Not related to any director of the Company	Not related to any director of the Company	Not related to any director of the Company	Not related to any director of the Company

By order of the Board of Directors

Place: Indore

Dated: 14<sup>th</sup> August, 2018

Sarthak Industries Ltd.

CIN: L99999MH1982PLC136834

**Regd. Office:** Room No. 4, Anna Bhuvan, 3<sup>rd</sup> Floor,  
87C Devji Ratansi Marg, Dana Bunder, Mumbai (MH), 400009

**Phone:** 022-23486740,

**Email Id:** [sarthakindustries@yahoo.in](mailto:sarthakindustries@yahoo.in)

**Website:** [www.sarthakindustries.com](http://www.sarthakindustries.com)

**AMIT JAIN**  
COMPANY SECRETARY

**FORM NO. MGT- 11  
PROXY FORM**

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

CIN : L99999MH1982PLC136834  
 Name of company : **SARTHAK INDUSTRIES LIMITED**  
 Registered office : Room No. 4, Anna Bhuvan, 3<sup>rd</sup> Floor, 87C Devji Ratansi Marg, Dana Bunder, Mumbai-400009 (MH), India

Name of the member(s)	:	.....
Registered address	:	.....
E-mail Id	:	.....
Folio No/ Client Id	:	.....
DP ID	:	.....

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name : .....

Address : .....

E-mail Id : .....

Signature : ....., or failing him

2. Name : .....

Address : .....

E-mail Id : .....

Signature : ....., or failing him

3. Name : .....

Address : .....

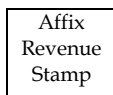
E-mail Id : .....

Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34<sup>th</sup> Annual General Meeting of the Company, to be held on the **Monday, 24<sup>th</sup> September, 2018** at 1.00 p.m. at Room No. 4, Anna Bhuvan, 3<sup>rd</sup> Floor, 87C Devji Ratansi Marg, Dana Bunder, Mumbai-400009 (MH), India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description
<b>Ordinary Business</b>	
1.	To receive, consider and adopt the financial statements of the Company for the financial year ended 31 <sup>st</sup> March, 2018 together with the Report of the Directors and Auditors thereon.
2.	To appoint a Director in place of Ms. Deepika Arora (DIN: 07117491) who retires by rotation and being eligible offers herself for re-appointment.
<b>Special Business</b>	
3.	To approve the remuneration payable to M/s A. GOYAL AND CO., Cost Accountant (Firm Registration No. 101308), Cost Auditors of the Company for the financial year ending 31 <sup>st</sup> March, 2019.
4.	To appoint Mr. Nimishek Ved (DIN: 07362817) as an Independent Director of the Company.
5.	To approve the re-appointment of Mr. Vijay Rathi (DIN: 01474776) as an Independent Director of the Company.
6.	To approve the re-appointment of Mr. Udesb Dassani (DIN: 00511709) as an Independent Director of the Company.

Signed this..... day of..... 2018



Signature of shareholder

Signature of Proxy holder(s)

**Note:** 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.

**SARTHAK INDUSTRIES LIMITED**

CIN: L99999MH1982PLC136834

**Regd. Office:** Room No. 4, Anna Bhuvan, 3<sup>rd</sup> Floor, 87C Devji Ratansi Marg, Dana Bunder, Mumbai - 400009 (MH), India

**34<sup>th</sup> Annual General Meeting**

**ATTENDANCE SLIP**

ANNUAL GENERAL MEETING ON MONDAY, 24<sup>TH</sup> SEPTEMBER, 2018

Registered Folio No/ Client Id No. ....

Full Name of Member (in BLOCK LETTERS) .....

No. of Shares held.....

I/We certify that I/We am/are registered shareholder/ proxy for the registered shareholder of the Company.

I/We hereby record my/our presence at the 34<sup>th</sup> Annual General Meeting of the Company at Room No. 4, Anna Bhuvan, 3<sup>rd</sup> Floor, 87C Devji Ratansi Marg, Dana Bunder, Mumbai-400009 (MH), India on Monday, 24<sup>th</sup> September, 2018.

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**(Member/proxy's Signature)**

(Name in BLOCK LETTERS, if signed by proxy)

**Note:**

1. Shareholders / proxy holders are requested to bring the attendance Slips with them when they come to the meeting and hand over them at the entrance after affixing their signatures on them.
2. If it is intended to appoint a proxy, the form of proxy should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting.

Wadi Bunder Bridge

MASJID BUNDER RLY STATION

Anna Bhuvan

Raj Chamber

Radha Krishna Hotel

87-C Devji Ratansi Marg

Devji Ratansi Marg

SANT TUKARAM MARG

P D MELLO ROAD

TOWARDS CST MUMBAI

West

East