



SINTERCOM
India Ltd.

SINTERCOM India Limited

(Previously known as Sintercom India Private Limited)

Regd. Office: Gat No. 127, At Post Mangrul, Tal. Maval
(Talegaon Dabhade), Pune - 410 507. India.
CIN. U29299PN2007PLC129627

AGM Notice

NOTICE

Notice is hereby given that the 11th Annual General Meeting of the members of Sintercom India Limited will be held on Friday, 20th July, 2018 at 04.00 pm (IST) at Hotel Orritel, Survey No.135, Opposite Talegaon MIDC Junction, Old Mumbai Pune Highway, Vadgaon, Maharashtra 412106 to transact following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year 2017-18 together with Report of the Board of Directors and the Auditors thereon;

“RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint Mr. Markus Hofer (DIN 05177562), who retire by rotation and being eligible, offer himself for re-appointment as a Director

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Markus Hofer (DIN 05177562), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. To appoint Mr. Hari Nair (DIN 00471889), who retire by rotation and being eligible, offer himself for re-appointment as a Director

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Hari Nair

(DIN 00471889), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

4. To ratify the Appointment of Statutory Auditors

“**RESOLVED THAT** in terms of the provisions of Sections 139-142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under , M/s. Kirtane & Pandit , Chartered Accountants (Firm’s Registration Number: 105215W be and are hereby appointed as Auditors of the Company, to hold office for a period of five consecutive years commencing from the Financial year 2017-18 (subject to ratification of their appointment at every Annual General Meeting) at such remuneration as may be fixed by the Managing Director of the Company.”

SPECIAL BUSINESS

5. To appoint Mr. Harald Neubert as an Non- Executive Director, in this regard, pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 161 and other applicable rules and provisions (including any modification and re-enactment thereof), if any, of the Companies Act, 2013, Mr. Harald Neubert (DIN: 03446380), who was appointed as an Additional Director with effect from 29th November, 2017, on the Board of the Company and who holds office upto ensuing Annual General Meeting and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby appointed as a Non- Executive Director of the company, liable to retire by rotation.”

6. To appoint Mr. Madan Godse as an Independent Director in this regard, pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Madan Godse (DIN: 06987767), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, that is, up to 28th November, 2022.”

7. To appoint Ms. Preeti Ramdasi as an Independent Director in this regard, pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Preeti Ramdasi (DIN: 07976863), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the

Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, that is, up to 28th November, 2022.”

8. To appoint Ms. Gopi Trivedi as an Independent Director in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Gopi Trivedi (DIN: 05004124), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, that is, up to 28th November, 2022.”

For **Sintercom India Limited**

Anuja Joshi

Company Secretary & Compliance Officer

Date: 19th April, 2018

Place: Pune

NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY OR PROXIES TO ATTEND AND, TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% 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 SHAREHOLDER.

The instrument of Proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable.

1. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (LODR) Regulations, 2015 the Register of Members and Share Transfer Books of the Company will remain closed from Monday, the 16th July, 2018 to Friday, the 20th day of July, 2018 (both days inclusive);

2. The Company has appointed M/s. Link Intime India Private Limited., as its Registrars and Share Transfer

Agents for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents, transfers, demat request, change of address intimation and other communication in relation thereto with respect to shares in electronic and physical form should be addressed to the Registrars directly quoting Folio No., full name and name of the Company as SINTERCOM INDIA LIMITED.

3. Members/proxies should bring the attendance slip duly filled in for attending the Meeting.
4. Members are requested to bring their copies of the Annual Report to the Meeting.
5. Members desiring any information on accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready for reply.
6. Electronic copy of the Notice of the Annual General Meeting along with Annual Report inter-alia, including proxy form and attendance slip is being sent to all the shareholders whose name appears in the prelist furnished by NSDL and CDSL as Beneficial Owner as on 22nd June, 2018 at the email id's registered with the Company/ RTA / DP for communication purposes. For those shareholders whose name stand registered in the Register of Members as on 22nd June, 2018 and who have not registered their email address, physical copies of the Notice of the Annual General Meeting along with Annual Report inter-alia, including proxy form and attendance slip is being send to them in the permitted mode. We request you to update, your email address with your depository participant to ensure that the annual report and other documents reach you in permitted mode.
7. Every member entitled to vote at a meeting of the company, or on any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention so to inspect is given to the company.
8. Corporate Members intending to send their authorized representatives under Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the board resolution authorizing their representatives to attend and vote at the Meeting.
9. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General meeting is annexed hereto and forms part of this Notice.
10. Members may note that the Notice of this meeting has been hosted under the Investor's Tab of Company's website www.sintercom.co.in
11. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours.
12. As per Notification issued by Ministry of Corporate Affairs dated 19th of March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2009 are be exempted from e-voting provisions. Also, no such provision is available in SME Equity Listing Agreement. Company is covered under Chapter XB as it is a SME Company and listed on SME platform of NSE of India Limited. Therefore, Company is not providing evoting facility to its shareholders.

13. The route map showing directions to reach the venue of the Annual General Meeting is annexed.

14. The details of director's appointment or re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") issued by Institute of Company Secretaries of India is as below:

Particulars	Mr. Harald Neubert	Mr. Madan Godse	Ms. Preeti Ramdasi
DIN No.	03446380	06987767	07976863
Date of Birth	01-08-1956	06-08-1959	28-06-1981
Date of Appointment on current position	29-11-2017	29-11-2017	29-11-2017
Qualification	B. E	LLB, M. Com, CS	B.A/ LLB
Expertise in Specific functional areas	He joined to the position of member of Board of Miba AG on February 1, 2009. Currently holding the position of Managing Director of Miba Sinter Holding GmbH.	He has over 30 years of work experience in secretarial compliance and law. He has been associated with Cummins India Limited and its subsidiary Cummins Diesel Sales and Service (India) Limited as from November, 1984 to September, 2005 as Company Secretary, Head of Legal Department and subsequently as Vice President - Legal and Company Secretary. He is a practicing advocate and regularly appears before National Company Law Tribunal, Mumbai.	She received a degree of B.A/LL.B (Hons.) from National Law School of India University. She has over 3 years of experience. Previously, she has worked as Senior Programme Officer- Sustainable Business with World Wild Fund for Nature. She currently works as a Corporate Social Responsibility Consultant for various companies.
List of other Companies in which directorship is held as on 31st March, 2018	Miba AG; Miba Sinter Holding GmbH Co KG; Miba Engineering Center India Private Limited	WorldEmp India Private Limited	NIL
Chairman/ Member of Committee of other Company	NIL	NIL	NIL
No. of Shares Held	NIL	NIL	NIL

The details of director's appointment or re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") issued by Institute of Company Secretaries of India is as below:

Particulars	Mr. Markus Hofer	Mr. Hari Nair	Ms. Gopi Trivedi
DIN No.	05177562	00471889	05004124
Date of Birth	26-09-1971	01-01-1960	04-07-1977
Date of Appointment on current position	20-01-2012	01-10-2015	29-11-2017
Qualification	Finance	B.E., MBA	B. E (IPR)
Expertise in Specific functional areas	<p>He has over 6 years of work experience in automobile industry.</p> <p>He joined Miba AG as Vice President Finance on October 1, 2011. He is currently the CFO of Miba AG and leads the Lean-Management-Team of Miba Group.</p>	<p>He has over 3 decades. Previously, he served as the Chief Operating Officer of Tenneco Inc., a global automotive supplier, from 2010 until his retirement in early 2015. Prior to being appointed Chief Operating Officer, he was President of Tenneco's International Group, where he was responsible for managing operations in Europe, Africa, Middle East, South America, Asia and Australia.</p> <p>Nair joined Tenneco Inc. in 1987 and was responsible for driving integration and synergies across all Tenneco's businesses by bringing together regional business units, supply chain management and manufacturing into one global management.</p>	<p>She has been registered as a Patent Agent and has received Certificate of Registration as a Patent Agent dated July 11, 2005 under the Patents Act, 1970. She received a degree of Bachelor of Engineering (in Computer Branch) from Gujarat University. She has over 12 years of experience in the field of Intellectual Property laws. She currently heads the Patent Department at Y.J. Trivedi & Co., Patents & Trademarks Attorney & Advocate.</p>
List of other Companies in which directorship is held as on 31st March, 2018	<p>Miba AG</p> <p>Miba Sinter Holding GmbH Co KG</p> <p>Miba Drivetec India Private Limited</p>	<p>Anitar Investments LLC</p> <p>BRN Industries Ltd.</p> <p>Owens Illinois</p> <p>Delphi Technologies PLC</p> <p>Musashi Seimitsu Industry Co. Ltd. (Japan).</p>	<p>Intellectual Property Protection Organisation Pvt. Ltd.</p>
Chairman/ Member of Committee of other Company	NIL	NIL	NIL
No. of Shares Held	NIL	NIL	8,000

Annexure to the Notice

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:

Item No. 5

To approve appointment of Mr. Harald Neubert as Non- Executive Director

The Board of Directors of the Company at its Meeting held on 29th November, 2017 has appointed Mr. Harald Neubert as an Additional Director designated as Non- Executive Directors of the Company in terms of provisions of the Companies Act, 2013.

As per Section 161 of the Companies Act, 2013 Mr. Harald Neubert can hold office upto the date of ensuing Annual General Meeting. Consent to act as a Director as well as disclosure for non-disqualification as required under the Companies Act, 2013 have already been received from Mr. Harald Neubert.

Harald Neubert has been on the Board of Directors of our Company since January 2014. He has over 10 years of work experience in automobile industry. He joined to the position of member of Board of Miba AG on February 1, 2009. Currently holding the position of Managing Director of Miba Sinter Holding GmbH. As on the date of notice Mr. Harald Neubert hold NIL Equity Shares in the Company.

Except Mr. Harald Neubert none other Directors, Key Managerial Personnel and their relatives are, in any way concerned or interested in resolution set out at Item no. 5 of the Notice.

The Board recommends the ordinary resolution set out at Item no. 5 to the Notice for approval of Members.

Item No. 6

To approve appointment of Mr. Madan Godse as an Independent Director

The Board of Directors of the Company at its Meeting held on 29th November, 2017 has appointed Mr. Madan Godse as an Additional Director designated as Independent Director of the Company in terms of Provisions of Companies Act, 2013.

As per Section 161 of the Companies Act, 2013 Mr. Madan Godse can hold office upto the date of ensuing Annual General Meeting. Mr. Madan Godse as Independent Director of the Company, not liable to retire by rotation. Consent to act as a Director as well as disclosure for non-disqualification and Disclosure of Independence as required under the Companies Act, 2013 have already been received from Mr. Madan Godse.

Brief Profile of Mr. Madan Godse:

Mr. Madan Godse received a master's degree in commerce from University of Poona and a master's degree in arts from Tilak Maharashtra University. He also obtained Certificate of Membership from the Institute of Company Secretaries of India. He further obtained bachelor's degree in law from University of Pune and has been enrolled with Bar Council of Maharashtra & Goa. He has over 30 years of work experience in secretarial compliance and law. He has been associated with Cummins India Limited and its subsidiary Cummins Diesel Sales and Service (India) Limited as from November, 1984 to September, 2005 as Company Secretary, Head of Legal Department and subsequently as Vice President - Legal and Company Secretary. He is a practicing advocate and regularly appears before National Company Law Tribunal, Mumbai.

As on the date of notice Mr. Madan Godse hold NIL Equity Shares in the Company.

Except Mr. Madan Godse none other Directors, Key Managerial Personnel and their relatives are, in any way concerned or interested in resolution set out at Item no. 6 of the Notice.

The Board recommends the ordinary resolution set out at Item no. 6 to the Notice for approval of Members.

Item 7

To approve appointment of Ms. Preeti Ramdasi as an Independent Director

The Board of Directors of the Company at its Meeting held on 29th November, 2017 has appointed Ms. Preeti Ramdasi as an Additional Director designated as Independent Director of the Company in terms of Provisions of Companies Act, 2013.

As per Section 161 of the Companies Act, 2013 Ms. Preeti Ramdasi can hold office upto the date of ensuing Annual General Meeting. Ms. Preeti Ramdasi as Independent Director of the Company, not liable to retire by rotation. Consent to act as a Director as well as disclosure for non-disqualification and Disclosure of Independence as required under the Companies Act, 2013 have already been received from Ms. Preeti Ramdasi.

Brief Profile of Ms. Preeti Ramdasi:

Ms. Preeti Ramdasi received a degree of B.A/LL.B (Hons.) from National Law School of India University. She has over 3 years of experience. Previously, she has worked as Senior Programme Officer- Sustainable Business with World Wild Fund for Nature. She currently works as a Corporate Social Responsibility Consultant for various companies.

As on the date of notice Ms. Preeti Ramdasi hold NIL Equity Shares in the Company.

Except Ms. Preeti Ramdasi none other Directors, Key Managerial Personnel and their relatives are, in any way concerned or interested in resolution set out at Item no. 7 of the Notice.

The Board recommends the ordinary resolution set out at Item no. 7 to the Notice for approval of Members.

Item 8

To approve appointment of Ms. Gopi Trivedi as an Independent Director

The Board of Directors of the Company at its Meeting held on 29th November, 2017 has appointed Ms. Gopi Trivedi as an Additional Director designated as Independent Director of the Company in terms of Provisions of Companies Act, 2013.

As per Section 161 of the Companies Act, 2013 Ms. Gopi Trivedi can hold office upto the date of ensuing Annual General Meeting. Ms. Gopi Trivedi as Independent Director of the Company, not liable to retire by rotation. Consent to act as a Director as well as disclosure for non-disqualification and Disclosure of Independence as required under the Companies Act, 2013 have already been received from Ms. Gopi Trivedi.

Brief Profile of Ms. Gopi Trivedi:

Ms. Gopi Trivedi has been registered as a Patent Agent and has received Certificate of Registration as a Patent Agent dated July 11, 2005 under the Patents Act, 1970. She received a degree of Bachelor of Engineering (in Computer Branch) from Gujarat University. She has over 12 years of experience in the field of Intellectual Property laws. She currently heads the Patent Department at Y.J. Trivedi & Co., Patents & Trademarks Attorney & Advocate.

As on the date of notice Ms. Gopi Trivedi hold 8000 Equity Shares in the Company.

Except Ms. Gopi Trivedi none other Directors, Key Managerial Personnel and their relatives are, in any way concerned or interested in resolution set out at Item no. 8 of the Notice.

The Board recommends the ordinary resolution set out at Item no. 8 to the Notice for approval of Members.

For **Sintercom India Limited**

Anuja Joshi

Company Secretary & Compliance Officer

Date: 19th April, 2018

Place: Pune



Attendance Slip

Sintercom India Limited

CIN: U29299PN2007PLC129627

GAT NO.127, AT POST MANGRUL, TALUKA MAVAL (TALEGAON DABHADE) PUNE MH 410507 IN

**Attendance Slip of
Eleventh Annual General Meeting
Of Sintercom India Limited**

To be held on Friday, 20th day of July, 2018 At 04.00 p.m. at Hotel Orritel, Survey No.135, Opposite Talegaon MIDC Junction, Old Mumbai Pune Highway, Vadgaon, Maharashtra 412106

Regd. Folio / DP ID & Client ID	
Name and Address of the Shareholders	
Name of the Joint Holder(s)	
No of Shares held	

I hereby record my presence at the Eleventh Annual General Meeting of the Friday, 20th day of July, 2018 At 04.00 p.m. at Hotel Orritel, Survey No.135, Opposite Talegaon MIDC Junction, Old Mumbai Pune Highway, Vadgaon, Maharashtra 412106

Shareholder's/Proxy's name in Block Letters

Shareholder's/Proxy's Signature

Note: Shareholders wishing to attend the meeting must bring the attendance slip, duly signed to the meeting and hand it over at the entrance of the hall.

Proxy Form

Sintercom India Limited

CIN: U29299PN2007PLC129627

GAT NO.127, AT POST MANGRUL, TALUKA MAVAL (TALEGAON DABHADE) PUNE MH 410507 IN

Form No. MGT-11

Proxy form

Eleventh Annual General Meeting

[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 Shareholder (s): Registered Address:

E-mail Id:

Folio No/ DP ID-Client Id:

I/We, being the shareholder (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 Eleventh Annual general meeting of the company, to be held on the Friday, 20th day of July, 2018 At 04.00 p.m. at Hotel Orritel, Survey No.135, Opposite Talegaon MIDC Junction, Old Mumbai Pune Highway, Vadgaon, Maharashtra 412106 and at any adjournment thereof in respect of such resolutions as are indicated below:

****I wish my above Proxy to vote in the manner as indicated in the box below:**

	Description of Resolution	FOR	AGAINST
ORDINARY BUSINESS			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year 2017-18 together with Report of the Board of Directors and the Auditors thereon		
2.	To appoint Mr. Markus Hofer (DIN 05177562), who retire by rotation and being eligible, offer himself for re-appointment as a Director		
3.	To appoint Mr. Hari Nair (DIN 00471889), who retire by rotation and being eligible, offer himself for re-appointment as a Director		
4.	To ratify the Appointment of Statutory Auditors M/s. Kirtane & Pandit, Chartered Accountants		
SPECIAL BUSINESS			
5.	To appoint Mr. Harald Neubert as a Non- Executive Director, in this regard, pass the following resolution as an Ordinary Resolution:		
6.	To appoint Mr. Madan Godse as an Independent Director in this regard, pass the following resolution as an Ordinary Resolution		
7.	To appoint Ms. Preeti Ramdasi as an Independent Director in this regard, pass the following resolution as an Ordinary Resolution		
8.	To appoint Ms. Gopi Trivedi as an Independent Director in this regard, pass the following resolution as an Ordinary Resolution		

Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue stamp
of Re.1

Note:

1. The proxy form duly signed across the Revenue Stamp must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.
2. A proxy need not be a member of the Company.
3. This is only optional. Please put a '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 the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. For the resolution and notes please refer the accompanying Notice.
5. All alterations made in the form of proxy should be initialed.

Route Map

