

# AGM Notice

## NOTICE

Notice is hereby given that the 12th Annual General Meeting of the members of Sintercom India Limited will be held on Thursday, 05th September, 2019 at 04.30 pm (IST) at Hotel Orritel, Survey No.135, Opposite Talegaon MIDC Junction, Old Mumbai Pune Highway, Vadgaon, Pune, 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 ended 31st March, 2019 together with Reports of Board of Directors and Auditors thereon;

“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2019 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. Harald Neubert (DIN 03446380), 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. Harald Neubert (DIN 03446380), who retires by rotation at this meeting and being eligible has offered himself for re-appointment and be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. 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 thereunder, 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 at such remuneration as may be fixed by the Managing Director of the Company.”

## SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s) , the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 196, 197 and 203 read with other applicable provisions and Schedule V of the Companies Act, 2013 and the provisions of Articles of Association of the Company and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to such other approvals as may be necessary, the approval of the Members be and hereby accorded for the payment of the excess remuneration to Mr. Jignesh Raval (DIN: 01591000), Managing Director, for the remaining period of two years viz., from 01st Jan, 2019 to 31st Dec, 2020 has been ratified by the Shareholders as mentioned under;

### A. Annual Salary: (Amount in Rs.)

Year	2019	2020
Salary	16,780,290	18,620,370
Incentive	5,000,000	75,00,000
<b>Total</b>	<b>21,780,290</b>	<b>26,120,370</b>

\*The annual increment will be decided by the Board of Directors of the Company.

### B. Perquisites:

- Company provide car for official use with Driver;
- Personal Accident Policy for the Managing Director & his family;
- Group Mediclaim policy for Managing Director and his family;
- Contribution to Provident Fund, superannuation fund or annuity fund to the extent these either singly or put together or not taxable under the Income Tax Act, 1961;
- Gratuity as per applicable laws;

**RESOLVED FURTHER THAT** the Managing Director shall perform such duties and services as shall from time to time be entrusted to him including the powers exercisable by the Board under the Articles of Association of the Company and shall undertake to use his best endeavours to promote the interests of the Company and comply with such orders and directions as may be given to him by the Board from time to time.

**RESOLVED FURTHER THAT** during such time as Mr. Jignesh Raval holds and continues to hold office of Managing Director of the Company, he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

For **Sintercom India Limited**

**Anuja Joshi**

Company Secretary & Compliance Officer

Date: 10th May, 2019

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 Saturday, 31st August, 2019 to Thursday, 05th September, 2019 (both days inclusive);
2. Rule 3 of the Companies (Management and Administration) Rules 2014 mandates that the register of members of all companies should include details pertaining to email address, permanent account number (PAN) or CIN, unique identification number, if any; father's/ mother's/ spouse's name, occupation, status, nationality; in case member is a minor, name of guardian and the date of birth of the member, and name and address of nominee. All members are requested to update their details as aforesaid with their respective depository.
3. Members/proxies should bring the attendance slip duly filled in for attending the Meeting.
4. All members are requested to support Green Initiative of the Ministry of Corporate Affairs, Government of India and register their email addresses to receive all these documents electronically from the Company in accordance with Rule 18 of the Companies (Management & Administration) Rules 2014 and Rule 11 of the Companies (Accounts) Rules 2014. All the aforesaid documents have been uploaded on and are available for download from the Company's website, being [www.sintercom.co.in](http://www.sintercom.co.in) kindly bring your copy of 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 09th August, 2019 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 09th August, 2019 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. The relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") is also annexed.
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](http://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 from Monday to Friday upto the date of this Annual General Meeting of the Company.
12. Pursuant to the provisions of section 108 of the Companies Act, 2013, rules 20 and 21 of the Companies (Management & Administration) Rules 2014 and sub Reg. (1) & (2) of Reg. 44 of SEBI (LODR) Regulations, 2015, the Company is not required to provide mandatorily to its members the electronic facility to exercise their right to vote at the AGM. Therefore, in terms the provisions of section 108 of the Companies Act, 2013, at any general meeting, a resolution put to the vote of the meeting shall, unless a poll is demanded under section 109 or the voting is carried out electronically, be decided on a show of hands. A declaration by the Chairman of the meeting of the passing of a resolution or otherwise by show of hands under sub-section (1) and an entry to that effect in the books containing the minutes of the meeting of the Company shall be conclusive evidence of the fact of passing of such resolution or otherwise.

Every Member entitled to vote on a Resolution and present in person shall, on a show of hands, have only one vote irrespective of the number of shares held by him. A Proxy cannot vote on a show of hands.

In case of joint holders attending the Annual General Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to Vote.

A Member who is a related party is not entitled to vote on a Resolution relating to approval of any contract or arrangement in which such Member is a related party.

The Members of the Company holding shares on the "cut-off date" of 30th August, 2019 are entitled to vote on the resolutions proposed. Cut-off date means the date on which the right of voting of the members shall be reckoned and a person who is not a member as on the cut-off date should treat this notice for information purposes only.

The results of the voting will be placed by the Company on its website [www.sintercom.co.in](http://www.sintercom.co.in) within 48 hours from the conclusion of the AGM and also communicated to the stock exchanges, where the shares of the Company are listed.

The resolutions proposed will be deemed to have been passed on the date of the AGM subject to the receipt of the requisite number of votes in favor of the resolutions.

13. The route map showing directions to reach the venue of the Annual General Meeting is annexed to this report as per requirement of Secretarial Standard -2 on General Meeting.
14. Pursuant to the requirement of the SEBI (Listing Regulations and Disclosure Requirements), 2015 the Company declares that its equity shares are listed on the Stock Exchange at NSE-SME Platform.
15. 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:

Name of Director	Mr. Harald Neubert
DIN	03446380
Date of Birth	01-08-1956
Date of Appointment on current position	29-11-2017
Qualification	B. E
Expertise in Specific functional areas	He has over 10 years of work experience in automobile industry.He joined Miba Sinter Holding GmbH as Managing Director on May 1, 2017 and was subsequently appointed to the position of member of Board of Miba AG on February 1, 2009
List of other Companies in which directorship is held as on 31st March, 2019	Miba AG; Miba Sinter Holding GmbH Co KG; Miba Engineering Center India Private Limited
Chairman/Member of Committee of Other Company	NIL
No. of Shares Held	NIL
Disclosure of relationship between Director inter se	NIL
Remuneration	NIL

## **Annexure to the Notice**

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

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

##### **Ratification of Appointment of Statutory Auditors M/s. Kirtane & Pandit, Chartered Accountant**

This statement is provided though strictly not required as per Section 102 of the Act.

M/s. Kirtane & Pandit , Chartered Accountants (Firm's Registration Number: 105215W) were appointed 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. Whereas the Companies Amendment Act, 2017 read with Notification S.O. 1833(E) dated 7th May 2018 deletes provision of annual ratification of the appointment of auditor. In view of last resolution, the Company opts for final ratification of the appointment of the auditor of the company till his remaining term of appointment.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested (financially or otherwise), in this resolution. The Board recommends this resolution for approval by the members

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

##### **Ratification of remuneration of Mr. Jignesh Raval, Managing Director**

The Board of Directors at its meeting held on 29th November, 2017 re-appointed Mr. Jignesh Raval (DIN 01591000) as Managing Director of the Company with effect from 01st January, 2018 for a period of five years subject to approval of the shareholders and an agreement has been entered into by the Company with each of the Managing Director on 29th November, 2017.

The Ministry of Corporate Affairs (MCA) has notified the provisions of the Companies (Amendment) Act, 2017 (CA Amendment Act), relating to managerial remuneration, which are now in force with effect from 12 September 2018.

By way of a notification, the amendments to Section 197 and Schedule V of the Companies Act, 2013 (CA 2013) have been brought into effect. The requirement of seeking approval of the Central Government for the payment of managerial remuneration in excess of limits stipulated for public companies has now been removed and hence the resolution with respect to remuneration was required to be ratified within one year from the date of notification.

The main terms and conditions of appointment of the Managing Director, as contained in the respective agreement dated 29th November, 2017 is furnished below and the remuneration for the year 2019 and 2020 ratified by the members of the Company:

**A. Term of appointment: - Five years with effect from 01st January, 2018**

**B. Salary: (Amount in Rs.)**

Year	2018	2019	2020
CTC	14,380,290	16,780,290	18,620,370
Incentive	4,000,000	5,000,000	75,00,000
<b>Total</b>	<b>18,380,290</b>	<b>21,780,290</b>	<b>26,120,370</b>

\*The annual increment will be decided by the Board of Directors of the Company.

**C. Perquisites:**

- Company provide car for official use with Driver;
- Personal Accident Policy for the Managing Director & his family;
- Group Mediclaim policy for Managing Director and his family;
- Contribution to Provident Fund, superannuation fund or annuity fund to the extent these either singly or put together or not taxable under the Income Tax Act, 1961;
- Gratuity as per applicable laws;

**D. Minimum Remuneration:**

Notwithstanding the foregoing, if in any Financial Year during the currency of the tenure of the Managing Director the Company has no profits or its profits are inadequate, the remuneration will be subject to the Schedule V to the Companies Act, 2013.

**E. Sitting Fees**

The Managing Director shall not be paid any sitting fees for attending the meeting of Board of Directors or committee

The following additional detailed information as per Section - II of Schedule V is as follows:

<b>i. General Information:</b>	
a) Nature of industry	Manufacturing Sector
b) Date of commencement of commercial production.	01st August, 2009
c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable
d) Financial performance based on given indicators	FY 18-19 Gross Revenue: INR. 8273.73 Lac Profit after Tax: INR. 549.93 Lac
e) Foreign investments or collaborators, if any	Technology Transfer Agreement dated January 19, 2011 entered with Miba Sinter Austria GmbH
<b>ii. Information about the appointee:</b>	
a) Background Details	Jignesh Raval, aged 47 years, an Indian inhabitant, residing at Flat No. 802, Bldg. No. 4, Mantri Lawns, Anand Park, Aundh, Pune - 411007, Maharashtra, India, is the Promoter and Managing Director of our Company. He has been on the Board of Directors of our Company since June, 2007. He holds a degree in Bachelor of Engineering(Production) from Shivaji University. He has around 19 years of work experience in automotive industry which includes 9 years of work experience at Tenneco Automotive India Private Limited as an Executive Director-GSCM. He is currently responsible for developing and executing Company's business strategies and overseeing the Company's financial performance, investments and other business ventures.
b) Past remuneration	INR. 182 Lac per annum
c) Recognition or awards	No
d) Job profile and his suitability	He is the Managing Director of the Company and devotes whole time attention to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company.
e) Remuneration proposed	As mentioned above in clause 2
f) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is Commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses
g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	1. Remuneration drawn as Managing Director; 2. Jignesh Raval has extended his personal guarantees for securing the repayment of certain bank loans obtained by our Company;
<b>iii. Other information:</b>	
a) Reasons of loss or inadequate profits	As compared to previous year the Company recorded the growth of 12% in net sales. Higher interest cost and lower capacity utilization during the year and tax provision
b) Steps taken or proposed to be taken for improvement	The key growth driver during the year was mainly due to the new program getting into the serial production.
c) Expected increase in productivity and profits in measurable terms	Based on the above mentioned steps taken for improvement the Company will increase the productivity and profitability. Assuming market stability we expect growth of 10% in productivity and profit

Except Mr. Jignesh Raval none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in these Resolutions.

The board recommended this resolution for approval by the members.

For **Sintercom India Limited**

**Anuja Joshi**  
Company Secretary & Compliance Officer

Date: 10th May, 2019

Place: Pune



# Attendance Slip

**Sintercom India Limited**

CIN: L29299PN2007PLC129627

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

**12th Annual General Meeting**

**Sintercom India Limited**

To be held on Thursday, 05th September, 2019 at 04.30 pm (IST) at Hotel Orritel, Survey No.135, Opposite Talegaon MIDC Junction, Old Mumbai Pune Highway, Vadgaon, Pune, Maharashtra 412106

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

I hereby record my presence at the 12th Annual General Meeting of the Company to be held on Thursday, 05th September, 2019 at 04.30 pm (IST) at Hotel Orritel, Survey No.135, Opposite Talegaon MIDC Junction, Old Mumbai Pune Highway, Vadgaon, Pune, 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.

**Sintercom India Limited**  
**CIN: L29299PN2007PLC129627**  
Hotel Orritel, Survey No.135, Opposite Talegaon MIDC Junction, Old Mumbai Pune Highway,  
Vadgaon, Pune, Maharashtra 412106

**Form No. MGT-11**

**Proxy form**

*12<sup>th</sup> 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:	2. Name:
Address:	Address:
E-mail Id:	E-mail Id:
Signature: _____, or failing him	Signature: _____, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12<sup>th</sup> Annual General Meeting of the Company to be held on the Thursday, 05<sup>th</sup> September, 2019 at 04.30 pm at Hotel Orritel, Survey No.135, Opposite Talegaon MIDC Junction, Old Mumbai Pune Highway, Vadgaon, Pune, 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
<b>ORDINARY BUSINESS</b>		
To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019 together with Reports of Board of Directors and Auditors thereon		
To appoint Mr. Harald Neubert (DIN 03446380), who retire by rotation and being eligible, offer himself for re-appointment as a Director		
To ratify the Appointment of Statutory Auditors		
<b>SPECIAL BUSINESS</b>		
Ratification of remuneration of Mr. Jignesh Raval, Managing Director		

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

Signature of shareholder

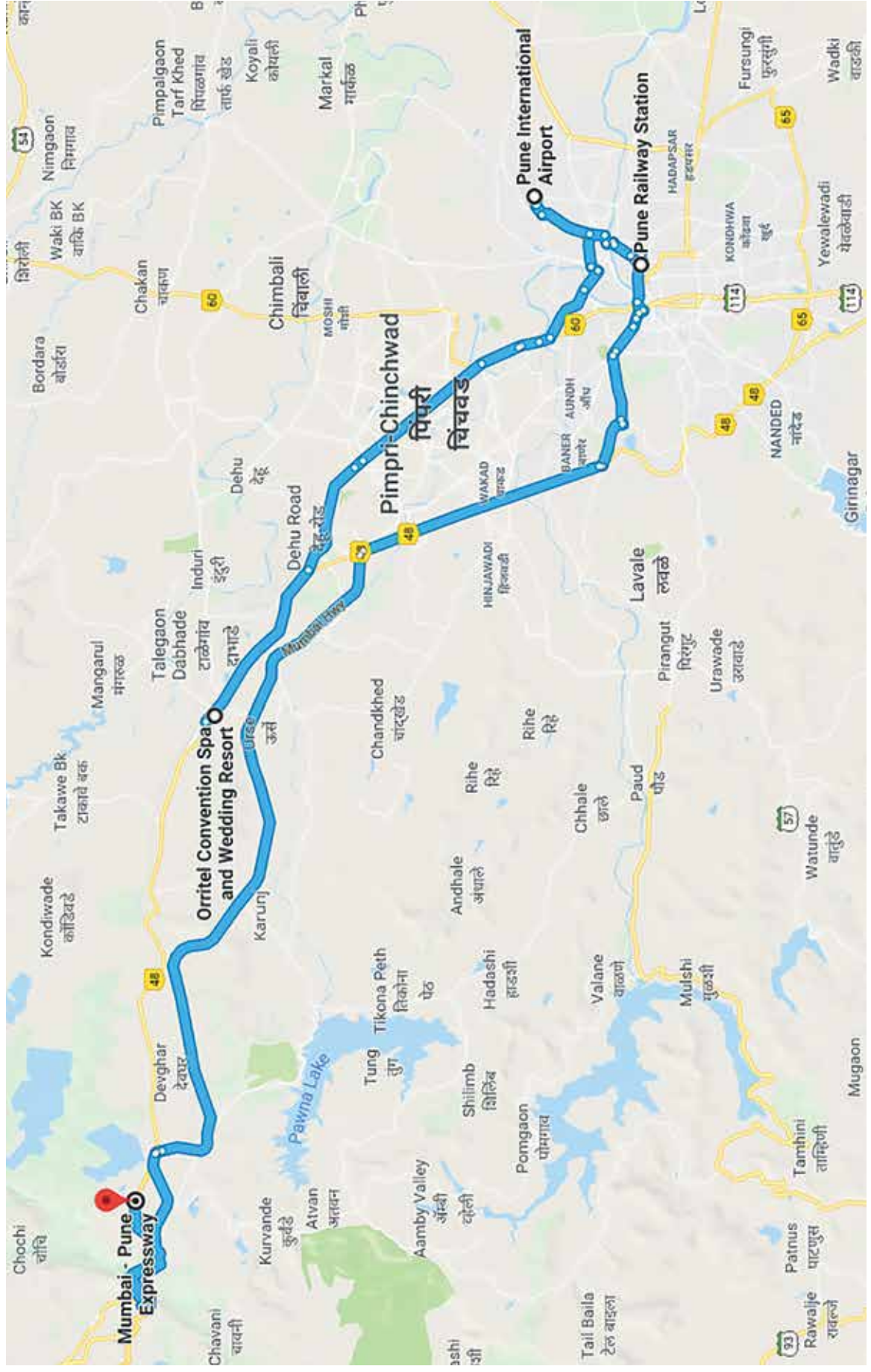
Signature of Proxy holder(s)



**Note:**

1. A proxy need not be a member of the Company.
2. 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.
3. All alterations made in the form of proxy should be initialed.

# Route Map





Team Sintercom

**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. L29299PN2007PLC129627

**Tel.(D):** (O) 0211 466 4 1200 | **Fax:** (O) 0211 466 1202  
info@sintercom.co.in | www.sintercom.co.in