



# Sybly Industries Ltd.

Date: 03.09.2016

The Manager  
Department of Corporate Relationship  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
MUMBAI - 400 001

**Scrip Code : 531499**  
**Scrip ID: SYBLY**

**Sub: Notice of 28<sup>th</sup> Annual General Meeting**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III, please find enclosed Notice of 28<sup>th</sup> Annual General Meeting of the Company schedule to be held on Wednesday, 28<sup>th</sup> September, 2016 at 11:30 A.M. at the Pawan Puri, Muradnagar, Distt. Ghaziabad -201206 Uttar Pradesh India.

This is for your information and records.

Thanking you,  
Yours faithfully,

**For SYBLY INDUSTRIES LIMITED**

**(Mahesh Chand Mittal)**  
**Managing Director**  
**DIN: 00284866**  
Encl. as above



## SYBLY INDUSTRIES LIMITED



### NOTICE

To,  
The Members,

Notice is hereby given that the **28<sup>th</sup> Annual General Meeting** of the Company will be held at the registered office of the Company at **Pawan Puri, Muradnagar, Ghaziabad 201206 on Wednesday, the 28th September, 2016, at 11:30 A.M.** to transact the following businesses:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2016 together with the reports of the Board of Directors' and the Auditors' thereon.
2. To appoint a director in place of Mr. Nishant Mittal (DIN: 02766556) who retires by rotation, and being eligible, offers himself for re-appointment.
3. Appointment of Auditors

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 Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, M/s V. S. Gupta & Co., Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company at a remuneration as may be fixed by the Board of Directors of the Company."

#### SPECIAL BUSINESS

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

##### **RE-APPOINTMENT OF MR. MAHESH CHAND MITTAL AS MANAGING DIRECTOR**

**"RESOLVED THAT** pursuant to the provisions of sections 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and as per recommendations of Nomination and Remuneration committee, the consent be is hereby given for re-appointment of Mr. Mahesh Chand Mittal as Managing Director of the Company w.e.f. 18th May, 2016 on the following terms and conditions;

a. Tenure: 3 years w.e.f. 18th May, 2016

b. Salary & Perquisites : Not Exceeding Rs. 42,00,000/- Per Annum including perks,

However, the following shall not form part of perquisites:

- I. Contribution to Provident fund, Superannuation Fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- II. Gratuity payable at the rate of half a month's salary for each completed year of service;
- III. Encashment of leave at the end of tenure."

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

##### **APPOINTMENT OF MR. DHAN PAL JAIN AS INDEPENDENT DIRECTOR**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and relevant regulations of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, Mr. Dhan Pal Jain (DIN: 07514659), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company w.e.f. 26.05.2016 to hold office for 5 consecutive years for a term up to the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2021"

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

##### **RATIFICATION OF COST AUDITOR'S REMUNERATION**

**"RESOLVED THAT** pursuant to the provisions of Sections 141, 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. M. K. Singhal & Co. the Cost Auditors firm appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017 be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting".

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

##### **BORROWING POWERS**

**"RESOLVED THAT** in supersession of all the resolutions passed by shareholders in the past and pursuant to Section 180(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modifications or amendments thereof), consent of the shareholders be and is hereby accorded to the Board of Directors and its Committee(s) to borrow any sum or sums of money, from time to time, not exceeding at any time, a sum of Rs. 50 Crore (Rupees Fifty Crore Only) for the purpose of business of the Company notwithstanding, that such borrowing(s), together with the monies already borrowed by the Company (apart from temporary loans, if any, obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose."

## **S** **SYBLY INDUSTRIES LIMITED**

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

### **MORTGAGING/CHARGING OF IMMOVABLE /MOVABLE PROPERTIES OF THE COMPANY**

**“RESOLVED THAT** in supersession of all the resolutions passed by shareholders in the past and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or amendments thereof) and Rules made there under, consent of the Shareholders be and is hereby accorded to the Board of Directors and its Committee(s), to mortgage or create charge on all or any of the immovable and movable properties (including pledge of securities held in subsidiaries/associates) of the Company, its subsidiaries and associates where so ever situated, present and future, and /or conferring power to enter upon and to take possession of assets of the Company in certain events, to or in favour of any Bank(s) or Financial Institution(s) situated within or outside India (hereinafter referred to as “the Lenders”) to secure repayment of rupee term loans or foreign currency loans or a combination of both lend, advanced or agreed to lend and advanced by the lender(s) to the Company either jointly or severally or in any other combination thereof, as the case may be, in terms of the loan agreement(s), entered into/ to be entered into by the Company with each of the lenders for the purpose of implementation of the project(s) of the Company, its subsidiaries and associates.”

**By Order of the Board  
FOR SYBLY INDUSTRIES LIMITED**

**Sd/-**

**(Mahesh Chand Mittal)**

**Managing Director**

**DIN : 00284866**

**Address: FLAT NO.603,**

**OC-2, ORANGE COUNTY, AHINSA KHAND-1,  
INDIRAPURAM, GHAZIABAD-201014**

**Place : Muradnagar  
Date : 11th August, 2016**

### **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 / HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY I.E. FORM MGT 11, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETE AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES / BODIES CORPORATE ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/ AUTHORITY, AS APPLICABLE. A BLANK FORM MGT-11 IS ATTACHED WITH THIS NOTICE.**
2. As per Section 105 of the Companies Act, 2013 and relevant rules made there under, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. Further, a member holding more than ten percent (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 proxy for any other person or shareholder.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of item nos. 4, 5, 6, 7 & 8 of the accompanying notice is annexed thereto.
5. Additional information pursuant to regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Clause 1.2.5 of Secretarial Standard II in respect of all Directors seeking appointment/ reappointment as mentioned under items nos. 2, 4 and 5 contained in the notice of Annual General Meeting are annexed to the notice. The said Directors have furnished necessary consents/ declarations for their appointment.
6. Copies of all documents referred to in the notice are available for inspection at the registered office of the Company during normal business hours on all working days up to and including the date of the annual general meeting of the Company.
7. Members seeking any information with regard to accounts are requested to write to the Compliance Officer at least ten days in advance of the annual general meeting, to enable the Company to keep the information ready.
8. Members are requested to:
  - a. Bring their copy of the annual report at the meeting and duly filled attendance Slip enclosed herewith along with a valid identity proof such as the PAN card, passport, AADHAR card, or driving license to attend the meeting.
  - b. Note that all correspondence relating to share transfers should be addressed to registrar and transfer agents of the Company, viz. Beetal Financial and Computer Services (P) Ltd, Beetal House, 3<sup>rd</sup> Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi- 110062, India.
  - c. Quote their DP ID No. /Client ID No. or folio number in all their correspondence.
9. The annual report for 2015-16 along with the notice of annual general meeting, attendance slip and proxy form is being sent by electronic mode to all the shareholders who have registered their Email IDs with the depository participants/ registrar and share transfer agent unless where any member has requested for the physical copy. Members who have not registered their email ids, physical copies of the annual report 2015-16 along with the notice of annual general meeting, attendance slip and proxy form are being sent by the permitted

## SYBLY INDUSTRIES LIMITED

mode. Members may further note that the said documents will also be available on the Company's website [www.sybly.com](http://www.sybly.com) for download. Physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. For any communication, the shareholders may also send requests to the Company's email id viz. [sybly\\_investors@rediffmail.com](mailto:sybly_investors@rediffmail.com).

10. Pursuant to Section 101 and 136 of the Companies Act, 2013 and rules made there under, the companies are allowed to send communication to shareholders electronically. We thus, request you to kindly register/update your email Id's with your respective depository participant and Company's registrar and share transfer agent (in case of physical shares) and make this initiative a success.
11. SEBI has made the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Beetal Financial & Computer Services (P) Ltd.
12. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company or Beetal Financial & Computer Services (P) Ltd. for assistance in this regard.
13. Members who hold shares in physical form in multiple folios in identical names or joint holding in same order of names are requested to send share certificates to Beetal Financial & Computer Services (P) Ltd., for consolidation in to single folio.
14. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection at the Annual General Meeting.
15. The route map along with prominent land mark for easy location of the 28th Annual General Meeting venue is printed on the last page of the Annual report.

#### Facility for voting:

In Compliance with the provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the remote e-voting service facility arranged by Central Depository Services Limited. The facility for voting, through ballot paper, will also be made available at the Annual General Meeting (AGM) and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are given below.

Shareholders can also cast their vote electronically using CDSL's mobile app m-Voting available for android, Iphone and windows based mobiles. The m-Voting app can be downloaded from Google Play Store, App store and the windows phone store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

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

The voting period begins on 25th September, 2016 (10:00 AM) and ends on 27th September, 2016 (5:00 P.M). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22.09.2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (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:

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





## SYBLY INDUSTRIES LIMITED



- (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 'SYBLY INDUSTRIES LIMITED' on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (viii) 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the 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) 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 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 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.
- (xix) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 22.09.2016 may follow the same instructions as mentioned above for e-Voting.
- (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)
- (B) The Company has appointed Mr. R. S. Bhatia, Practicing Company Secretary, (C.P. No. 2514 and FCS No. 2599) as the "Scrutinizer" to scrutinize the e-voting process (including the Ballot Forms received from the members who do not have any access to e-voting process) in fair and transparent manner.
- (C) The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of e-Voting period, unblock the votes in the presence of at least 2 witnesses not in employment of the company and make a Scrutinizers Report for the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (D) Results declared along with the scrutinizer's report shall be placed on the Company's website [www.sybly.com](http://www.sybly.com) and on the website on CDSL within two days of passing the resolution at 28<sup>th</sup> Annual General Meeting of the company on 28<sup>th</sup> September, 2016 and will be communicated to BSE where the shares of the company are listed.

### REQUEST TO THE MEMBERS

1. Members are requested to bring their attendance slip.
2. Members who have multiple folios in identical names in the same order are requested to send all the Share Certificates to the Company Secretary or to the Registrar and Transfer Agent, M/s Beetal Financial & Computer Services (P) Ltd for consolidation of such folios into one to facilitate better services.

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### Item No. 4

The tenure of appointment of Mr. Mahesh Chand Mittal as Managing Director expired on 17.05.2016,

The Board of Director, on recommendation of Nomination and Remuneration committee, at their meeting held on 26.05.2016 considering the overall contribution of Mr. Mahesh Chand Mittal, Managing Director, to the growth of the Company, reappointed him on the terms and conditions as set out in the resolution with effect from 18.05.2016 on a remuneration of Rs. 42,00,000/- p.a. subject to the approval of Shareholders. His appointment shall not be subject to retirement by rotation as per the Articles of Association of the Company but he shall be eligible for re-appointment.

## **S** **SYBLY INDUSTRIES LIMITED**

Members approval for the appointment and remuneration payable to Mr. Mahesh Chand Mittal as Managing Director as given in resolution is sought by way of an Ordinary Resolution.

The resolution as set out in item No. 4 of the accompanying notice together with Explanatory Statement are and should be read as an abstract required to be given under section 190 of the Companies Act, 2013 in respect of re-appointment of Mr. Mahesh Chand Mittal.

Save and except Mr. Mahesh Chand Mittal himself, Mr. Nishant Mittal being his relative, to the extent of their shareholding interest, if any, in the Company, none of the other Directors and Key Managerial Personnel(s) of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 4.

The Board recommends the Ordinary Resolution set out at Item no. 4 of the Notice for approval by the shareholders.

### **Item No. 5**

As per the provisions of Section 149 of the Act which has come in to force with effect from April 01, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation.

Mr. Dhan Pal Jain has given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, Mr. Dhan Pal Jain fulfills the conditions specified in the Act, and the Rules made there under for the appointment of Independent Directors and he is Independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Dhan Pal Jain as Independent Director is now being placed before the members for their approval.

The terms and conditions of the appointment of Mr. Dhan Pal Jain pursuant to the provisions of Schedule IV of the Act, shall be open for inspection at the Registered Office of the Company by any Member during the normal business hours on any working day of the Company.

None of the Directors except Mr. D.P. Jain himself and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 5.

The Board recommends the Ordinary Resolution set out at Item no. 5 of the Notice for approval by the shareholders.

### **ITEM No. 6**

The Board on the recommendation of the Audit Committee has approved the appointment of M/s. M. K. Singhal & Co, Cost Accountants to conduct the audit of the cost records of the company for the financial year ending 31st March 2017 at the remuneration of Rs. 30,000/- plus Service Tax as applicable.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the company.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out at item no. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March 2016.

None of the Directors/key managerial personnel of the company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item no. 6 of the Notice for approval by the shareholders.

### **ITEM NO. 7 & 8**

The members of the Company in the past had approved resolutions for mortgaging the properties of the company in favour of the lenders and also for exercising the borrowing limits for the purpose of business of the company.

Pursuant to notification of Section 180 of the Companies Act, 2013, prior consent of the Shareholders by a special resolution is required to enable the Board of Directors to exercise these powers which, in aggregate, may exceed the paid-up capital and free reserves of the Company and to create charge on movable/immovable properties of the Company in favour of the lenders.

Further, the Ministry of Corporate Affairs vide their Circular No.4 dated: 25-03-2014 had clarified that all such resolutions passed in this regard are valid and effective only for a period of one year up to 11-09-2014. Any such mortgages and borrowings after this date would require a fresh prior approval of the shareholders under Section 180 of the Companies Act, 2013 through a Special Resolution. It is imperative that such an authority is required to be delegated to the Board of Directors or its Committee for carrying on the business of the Company in the ordinary course and the Board is of the view that borrowing limits of up to Rs. 50 Crores would be sufficient to carry on the business. Accordingly, the Board of Directors of the company at its meeting held on 11.08.2016 had approved these proposals subject to your approval.

None of the Directors / Key Managerial Personnel and their relatives are interested or concerned, financially or otherwise in the above special resolution set out under Item No: 7 & 8 of the Notice.

**BY Order of the Board  
FOR SYBLY INDUSTRIES LIMITED**

Sd/-

(Mahesh Chand Mittal)

Managing Director

DIN : 00284866

Address : FLAT NO. 603,

OC-2, ORANGE COUNTY, AHINSA KHAND-1,

INDIRAPURAM, GHAZIABAD - 201 014

Place : Muradnagar  
Date : 11<sup>th</sup> August, 2016

**CERTIFIED TRUE COPY**

**For SYBLY INDUSTRIES LTD**

  
Managing Director

## SYBLY INDUSTRIES LIMITED

### ANNEXURE TO THE NOTICE

Details of Directors seeking re-appointment at the 28th Annual General Meeting of the Company:

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Clause 1.2.5 of Secretarial Standards.

Name	Mr. Nishant Mittal	Mr. Mahesh Chand Mittal	Mr. Dhan Pal Jain
Designation	Whole Time Director & CFO	Managing Director	Independent Director
Date of Birth	26-10-1987	26-09-1952	15-07-1951
Date of first appointment	28-08-2012	05-05-1988	26-05-2016
Qualification	B. Tech (ECE), Dip. in TTM	B.E. (Electrical)	B.E. (Electrical) B.Sc. (Hons.)
Experience	Total 6 years work experience in higher management of Sybly Industries Limited.	Total work experience since 1988 in higher management of Sybly Industries Ltd.	UPSEB/UPPCL/UPPTCL (Sept. 1976-July 2011)  Worked in Hythropower Corporation Limited Gurgaon as DGM for the Project of Construction of 132 KV & 220 KV for UPPTCL & MPPTCL Responsible for execution and P&L of Project.
Directorship held in other Companies	1. Dux Textiles Pvt. Ltd. 2. Pisces Systems Software Pvt. Ltd. 3. Sybly Techno Fibres Ltd. 4. Shreenathji Ashiana Developers (P) Ltd. 5. Space Incubiatrics Technologies Ltd.	1. Sybly Techno Fibres Ltd. 2. Pisces Systems Software Pvt. Ltd. 3. Vartex Fabrics Private Ltd. 4. Space Incubiatrics Technologies Ltd.	1. Space Incubiatrics Technologies Ltd.
Directorship held in Listed entities (other than Sybly Industries Limited)	-	-	-
Membership of Committees of the Borad (only Listed Entities) in which Chairmanship/ membership is held (includes only Audit Committee and Stakeholder Relationship Committee)	-	1	3
Numbers of shares held in the Company as on 31 03 2016	875475 equity shares	3367137 equity shares	NIL
No. of Board Meeting attended during the year	6	6	-
Terms & Conditions of appointment/re-appointment along with details of remuneration	Appointment Remuneration : As per Appointment Letter	Appointment Remuneration : As per Appointment Letter	Appointment Remuneration : As per Appointment Letter
Past Remuneration	Rs. 1,46,000/- P.M.	Rs. 1,89,000/- P.M.	NIL
Relationship with other Directors	Son of Mr. Mahesh Chand Mittal	Father of Mr. Nishant Mittal	NA

BY Order of the Board  
FOR SYBLY INDUSTRIES LIMITED  
Sd/-

(Mahesh Chand Mittal)

Managing Director

DIN NO. 00284866

Address: FLAT NO. 603,

OC-2, ORANGE COUNTY, AHINSA KHAND-1,  
INDIRAPURAM, GHAZIABAD-201014

Place: Muradnagar  
Date: 11<sup>th</sup> August, 2016

**CERTIFIED TRUE COPY**  
**For SYBLY INDUSTRIES LTD**

  
Managing Director



**SYBLY INDUSTRIES LTD.**  
Reg. Off: Pawan Puri, Muradnagar, Ghaziabad (U.P.)-201206  
CIN-L17111UP1988PLC009594

**PROXY FORM**

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

**Form No. MGT-11**

**28th ANNUAL GENERAL MEETING - SEPTEMBER 28TH, 2016**

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

I/We, being the member(s) of ..... share(s) of the above named Company, hereby appoint :

1) Name: ..... E-Mail .....

Address: .....

Signature: ..... Or failing him/her

1) Name: ..... E-Mail .....

Address: .....

Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **28th ANNUAL GENERAL MEETING** of the company to be held at registered office of the Company at Pawan Puri, Muradnagar, Ghaziabad (U.P.)-201206 on Wednesday, the 28th day of September, 2016, at 11.30 A. M. or at any adjournment thereof in respect of such resolution as are indicated below:

No.	Resolutions	For	Against
<b>Ordinary Business</b>			
1.	To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended 31st March, 2016 together with the reports of the Board of Directors and the Auditors thereon		
2.	Appoint a Director in place of Mr. Nishant Mittal who retires by rotation and being eligible offers himself for re-appointment.		
3.	Appointment of M/s. V.S. Gupta & Co., Chartered Accountants, as Statutory Auditors of the Company		
<b>Special Business</b>			
4.	Re-appointment of Mr. Mahesh Chand Mittal as Managing Director		
5.	Appointment of Mr. Dhan Pal Jain as Independent Director		
6.	Re-appointment & remuneration of M/s M.K. Singhal & Co. as a Cost Accountant for the FY 2016-17		
7.	Mortgaging/Charging of Immovable/Movable Properties of the Company as per Section 180 (1)(c)		
8.	Borrowing Powers Approval as per Section 180 (1)(a)		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016.



Signature of shareholder

Signature of the 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.
  - For the Resolutions, Explanatory Statement and Notes, please refer to the notice of the 28th Annual General Meeting.
  - It is optional to put an 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' and 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she think appropriate.
  - Please complete all details including detail of member(s) in above box before submission.

**ATTENDANCE SLIP**

Folio No./DP ID/Client ID:

Name & Address:

Name(s) of joint holder(s), if any :

No. of shares held:

I/We certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/We hereby record my/our presence at the 28th Annual General Meeting of the Company on Wednesday, 28th September, 2016 at 11:30 A.M. at Pawan Puri, Muradnagar, Ghaziabad - 201 206 (UP).

Full name of proxy (in case of proxy)

Signature of first holder/proxy

Signature of joint holder(s)

Notes: 1. Please fill and sign this attendance slip and hand it over at the venue of the meeting.

2. Only members of the Company and/or their proxy will be allowed to attend the meeting.



**Guiding Map For SYBLY INDUSTRIES LTD.**

