

The financial details of the demerged company for the previous 3 years as per the audited statement of Accounts along with the latest half year statement of Accounts:

Name of the Company: Sintex Industries Limited.

(INR in Crores)

	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 year prior to the last Audited Financial Year
	2015-16	2014-15	2013-14
Equity Paid up Capital	44.66	42.44	31.12
Reserves and surplus	4,846.77	4,190.81	2,982.70
Carry forward losses	0.00	0.00	0.00
Net Worth (including share warrant)	4,891.43	4,233.25	3,042.13
Miscellaneous Expenditure	0.00	0.00	0.00
Secured Loans	4,636.32	3,600.74	2,481.75
Unsecured Loans	254.99	346.14	1,032.17
Fixed Assets	6,578.63	4,258.95	2,749.99
Income from Operations	4,827.67	4,006.06	3,233.12
Total Income	4,941.79	4,118.24	3,346.99
Total Expenditure	4,218.70	3,479.70	2,892.93
Profit before Tax	717.41	616.75	438.00
Profit after Tax	549.61	457.52	335.06
Cash profit	732.96	602.36	473.39
EPS (Basic) in INR	12.44	12.48	10.77
Book value in INR	109.53	99.74	97.76

Note: The financials should not be more than 6 months old. In such cases additional column may be added to provide the latest financials.

FOR SINTEX INDUSTRIES LIMITED,

AUTHORISED SIGNATORY



**SINTEX INDUSTRIES LIMITED**

Regd. Office : Kalol-382 721, Dist. Gandhinagar, Gujarat, India.  
Ph: +91-2764-253000, Fax: +91-2764-222868 Email: bvm@sintex.co.in  
CIN : L17110GJ1931PLC000454

[www.sintex.in](http://www.sintex.in)

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**SINTEX-BAPL LTD.**

(Formerly known as BRIGHT AUTOPLAST LIMITED)

2011, 2nd Floor, Farena Corporate Park, Hadapsar - Kharadi bypass Road, Hadapsar, Pune - 411013.

Tel: +91 20 71055600 E-mail : info@brightautoplast.com

**SINTEX**  
BAPL

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The financial details of the resulting company for the previous 3 years as per the audited statement of Accounts along with the latest half year statement of Accounts:

**Name of the Company: Sintex-BAPL Limited****(INR in Crores)**

	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 year prior to the last Audited Financial Year
	2015-16	2014-15	2013-14
Equity Paid up Capital	16.03	5.01	5.01
Reserves and surplus	139.75	39.48	37.69
Carry forward losses	0.00	(5.11)	(6.90)
Net Worth	205.78	94.49	92.70
Miscellaneous Expenditure	0.00	0.00	0.00
Secured Loans	155.28	143.39	155.87
Unsecured Loans	10.50	120.06	100.36
Fixed Assets	361.35	321.17	321.85
Income from Operations	518.72	441.10	380.61
Total Income	519.08	441.35	380.98
Total Expenditure	493.65	435.61	392.99
Profit before Tax	25.42	5.74	(12.00)
Profit after Tax	12.09	1.98	(19.37)
Cash profit	31.65	20.09	10.15
EPS (Basic)	6.50	(1.03)	(43.66)
Book value	97.17	88.80	85.23

**Note: The financials should not be more than 6 months old. In such cases additional column may be added to provide the latest financials.**

**FOR SINTEX-BAPL LIMITED.****AUTHORISED SIGNATORY**

Regd Office : Abhijeet-I, 7th Floor, Mithakhali Six Roads, Ellisbridge, Ahmedabad-380006, Gujarat, India

Location : Pune | Sohna | Chennai | Nashik | Pithampur

www.brightautoplast.com

CIN No.: U25199GJ2007PLC051364

The financial details of the resulting company for the previous 3 years as per the audited statement of Accounts along with the latest half year statement of Accounts:

**Name of the Company: Sintex Infra Projects Limited.**

(INR in Crores)

	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 year prior to the last Audited Financial Year
	2015-16	2014-15	2013-14
Equity Paid up Capital	2.45	2.00	2.00
Reserves and surplus	342.47	257.50	238.89
Carry forward losses	0.00	0.00	0.00
Net Worth	344.92	259.50	240.89
Miscellaneous Expenditure	0.00	0.00	0.00
Secured Loans	238.54	167.71	198.22
Unsecured Loans	103.36	155.40	258.59
Fixed Assets	270.18	283.76	287.61
Income from Operations	918.60	783.97	702.50
Total Income	918.99	783.97	702.72
Total Expenditure	881.17	755.53	676.04
Profit before Tax	37.83	28.45	26.68
Profit after Tax	24.67	18.62	17.61
Cash profit	38.56	32.49	25.00
EPS (Basic) in INR	115.05	93.08	88.06
Book value in INR	1407.84	1297.50	1204.45

**Note: The financials should not be more than 6 months old. In such cases additional column may be added to provide the latest financials.**

**FOR SINTEX INFRA PROJECTS LIMITED,**

**AUTHORIZED SIGNATORY**



**SINTEX INFRA PROJECTS LIMITED**

Abhijeet-1, 7<sup>th</sup> Floor, Mithakhali Six Roads, Ellisbridge, Ahmedabad - 380 006, Gujarat, India.  
Phone: +91-79-26420683, 2642 0045, 2640 7110 Fax: +91-79-2640 3446  
CIN U45201GJ2009PLC058702

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**SINTEX PLASTICS TECHNOLOGY LIMITED**

(Formerly known as NEEV EDUCARE LIMITED)

CIN : U74120GJ2015PLC084071

Registered Office : Abhijeet 7th Floor, Mithakhali Six Road

Ellisbridge, Ahmedabad – 380 009, Gujarat, India.

Phone : +91-79-26403446



The financial details of the resulting company for the previous 3 years as per the audited statement of Accounts along with the latest half year statement of Accounts:

Name of the Company: Sintex Plastics Technology Limited.

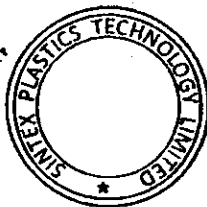
(In Crores)

	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 year prior to the last Audited Financial Year
	2015-16	2014-15	2013-14
Equity Paid up Capital	0.01	NA	NA
Reserves and surplus	0.00	NA	NA
Carry forward losses	-	NA	NA
Net Worth	0.01	NA	NA
Miscellaneous Expenditure	-	NA	NA
Secured Loans	-	NA	NA
Unsecured Loans	-	NA	NA
Fixed Assets	-	NA	NA
Income from Operations	-	NA	NA
Total Income	-	NA	NA
Total Expenditure	0.00	NA	NA
Profit before Tax	0.00	NA	NA
Profit after Tax	0.00	NA	NA
Cash profit	0.00	NA	NA
EPS	0.00	NA	NA
Book value	0.96	NA	NA

Note: The financials should not be more than 6 months old. In such cases additional column may be added to provide the latest financials.

FOR SINTEX PLASTICS TECHNOLOGY LIMITED,

AUTHORISED SIGNATORY



**SHAH & SHAH ASSOCIATES**  
**CHARTERED ACCOUNTANTS**

702, ANIKET,  
Nr. MUNICIPAL MARKET,  
C.G. ROAD, NAVRANGPURA,  
AHMEDABAD - 380 009.  
PHONE: 26465433  
FAX : 079 - 26406983  
Email: ca@shahandshah.co.in

(Certificate in accordance with Regulation 37 of SEBI (LODR), Regulations, 2015

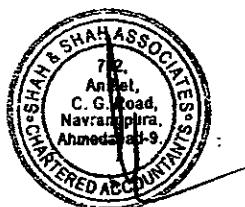
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To,  
The Board of Directors,  
**SINTEX INDUSTRIES LIMITED**  
Kalol (North Gujarat)  
Gujarat - 382721

We, the statutory auditors of **SINTEX INDUSTRIES LIMITED** (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 21 of the draft Scheme of Arrangement between **SINTEX INDUSTRIES LIMITED** and **SINTEX PLASTICS TECHNOLOGY LIMITED** and **SINTEX-BAPL LIMITED** and **SINTEX INFRA PROJECTS LIMITED** and their respective shareholders and creditors (the Scheme) under section 391 to 394 read with section 100 to 103 and other relevant provisions of the Companies Act, 1956 and corresponding sections under the Companies Act, 2013 (as and when becomes applicable before the effective date of the Scheme) with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 1956/Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, Issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in clause 21 of the aforesaid Scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 1956 / Companies Act, 2013 and all the applicable Accounting Standards notified by the Central Government under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) Amendment Rules, 2016 and other Generally Accepted Accounting Principles.



**SHAH & SHAH ASSOCIATES**  
**CHARTERED ACCOUNTANTS**

702, ANIKET,  
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C.G. ROAD, NAVRANGPURA,  
AHMEDABAD - 380 009.  
PHONE: 26465433  
FAX : 079 - 26406983  
Email: ca@shahandshah.co.in

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This Certificate is issued at the request of the Company pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the BSE Limited and National Stock Exchange of India Limited. This Certificate should not be used for any other purpose without our prior written consent.

**For SHAH & SHAH ASSOCIATES**  
**Chartered Accountants**  
**Firm Regn. No. 113742W**



N. C. Tanna

**VASANT C. TANNA**  
**PARTNER**

**Membership Number: 100 422**

**Place : Ahmedabad**  
**Date : 29<sup>th</sup> September, 2016**

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Ref No: SEC/NSE/

July 11, 2016

The Manager, Capital Market (Listing)  
National Stock Exchange of India Ltd.  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No : C/1 , G Block  
Bandra Kurla Complex  
Bandra (E), Mumbai-400 051  
Stock Code: Equity – Sintex EQ

Dear Sir,

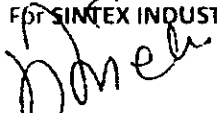
Ref: Quarterly Compliance Report on Corporate Governance for the quarter ended on 30th June, 2016 as per Clause 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

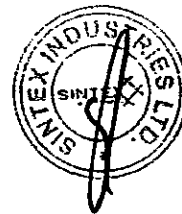
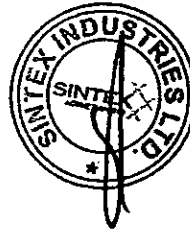
We send herewith Compliance Report on Corporate Governance for the quarter ended on 30th June, 2016 as per Clause 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in your prescribed format.

Hope you find the same in order.

Thanking you,

Yours Faithfully,  
FOR SINTEX INDUSTRIES LIMITED

  
Hitesh T. Mehta  
Company Secretary



Encl: As above.

**SINTEX INDUSTRIES LIMITED**

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CIN: L17110GJ1931PLC000454

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Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: Sintex Industries Limited
2. Quarter ending: 30<sup>th</sup> June, 2016

I. Composition of Board of Directors									
Title (Mr./ Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive / Non- Executive / Independent / Nominee) <sup>a</sup>	Date of Appointment in the current term/ cessation	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation of 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post in Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	
Mr.	Dineshchandra B. Patel	- ABSP5032D - 00171080	Non-Executive Chairperson	30/09/2013	-	-	-	-	-
Mr.	Arun P. Patel	- ABGPP627DN - 00830809	Non-Executive	31/08/2015	-	1	1	-	-
Mr.	Amit D. Patel, Managing Director (Group)	- ABGPP6259B - 00171035	Executive	21/10/2013	-	-	4	2	-
Mr.	Rahul A. Patel, Managing Director (Group)	- ABGPP6268C - 00171198	Executive	21/10/2013	-	-	1	-	-
Mr.	Satyanarayan B. Dangayach, Managing Director	- AAQPD7228M - 01572754	Executive	07/06/2015	-	2	1	-	-
Mr.	Ashwin L. Shah	- ACWPS4805P - 00171364	Independent- Non-Executive	01/08/2014	3 years (From 01.08.20 14 to AGM 2017)	1	2	2	-
Dr.	Lavkumar Kantilal Shah	- ADFPS9267D - 01572788	Independent- Non-Executive	01/08/2014	3 years (From 01.08.20 14 to AGM 2017)	1	-	-	-
Dr.	Rajesh B. Parikh	- ADGPP6462Q - 00171231	Independent- Non-Executive	01/08/2014	3 years (From 01.08.20 14 to AGM 2017)	-	1	-	-



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					01.08.20 14 to AGM 2017)					
Dr.	Narendra Kumar Bansal	- AHPB7079D - 03086069	Independent- Non-Executive	01/08/2014	3 years (From 01.08.20 14 to AGM 2017)	1				
Mr.	Ramniklal H. Ambani	- AALPA6303R - 00004785	Independent- Non-Executive	01/08/2014	3 years (From 01.08.20 14 to AGM 2017)	1				
Ms.	Indira J. Parikh	- AEHPP4908H - 00143801	Independent- Non-Executive	01/08/2014	3 years (From 01.08.20 14 to AGM 2017)	7	5			



<sup>1</sup> PAN number of any director would not be displayed on the website of Stock Exchange

<sup>2</sup> Category of directors means executive/non-executive /independent / Nominee. If a director fits into more than one category write all categories separating them with hyphen.

<sup>3</sup> to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/ Executive/ Non Executive/Independent / Nominee)
1. Audit Committee	Ashwin L. Shah Rajesh B. Parikh Amit D. Patel Indira J. Parikh	Independent- Non-Executive Chairperson Independent- Non-Executive Promoter-Executive Independent- Non-Executive
2. Nomination & Remuneration Committee	Ashwin L. Shah Rammikbhai H. Ambani Indira J. Parikh	Independent- Non-Executive Chairperson Independent- Non-Executive Independent- Non-Executive
3. Risk Management Committee (if applicable)	N.A.	N.A.
4. Stakeholders Relationship Committee	Ashwin L. Shah Rahul A. Patel Amit D. Patel	Independent- Non-Executive Chairperson Promoter-Executive Promoter-Executive

<sup>4</sup> Category of directors means executive / non-executive/independent / Nominee. If a director fits into more than one category write all categories separating them with hyphen.

## III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
9 <sup>th</sup> January, 2016	7 <sup>th</sup> , 19 <sup>th</sup> & 30 <sup>th</sup> May, 2016	118

## IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between two consecutive meetings in number of days
Audit Committee - 7 <sup>th</sup> & 30 <sup>th</sup> May, 2016	Yes. On 7 <sup>th</sup> May, 2016, all committee members were present & on 30 <sup>th</sup> May, 2016, two members were present	9 <sup>th</sup> January, 2016	118

<sup>5</sup> This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

## V. Related Party Transactions

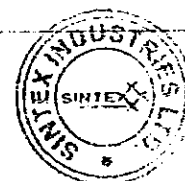
Subject	Compliance Status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

### Note

- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- If status is "No" details of non-compliance may be given here.

## VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The Composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
  - Audit Committee
  - Nomination & remuneration committee
  - Stakeholders relationship committee
  - Risk management committee (applicable to the top 100-listed entities)



3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/ advice of Board of Directors may be mentioned here.

Hope you find the above in order.

Thanking you,

Yours Faithfully,  
For **SINTEX INDUSTRIES LIMITED**

*Hitesh T. Mehta*

**Hitesh T. Mehta**  
Company Secretary



Compliance report with the requirements specified in Part-A of Annexure I of SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015

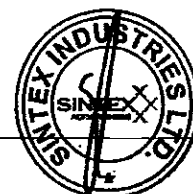
**Sub: Application under Regulation 37 of the SEBI (LODR) Regulations, 2015 for the draft Composite Scheme of Arrangement between Sintex Industries Limited and Sintex Plastics Technology Limited and Sintex-BAPL Limited and Sintex Infra Projects Limited and their respective shareholders and creditors ('the Scheme').**

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015	Whether Complied or not & How
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	Yes, BSE Limited ( <i>Refer to Annexure 13 – Board Resolution</i> )
<b>Compliance as per Part A, Annexure I to the Circular</b>		
2.	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Yes – Annexure 1
2.b	Valuation Report from Independent Chartered Accountant	Yes – Annexure 2
2.c	Report from the Audit Committee recommending the Draft Scheme	Yes, Annexure – 3
2.d	Fairness opinion by merchant banker	Yes, Annexure – 4
2.e	Pre and post arrangement shareholding pattern of unlisted company	Yes, Annexure – 5
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Yes, Annexure – 6
2.g	Compliance with Regulation 17 to 27 of Listing Regulations	Yes, Annexure – 8

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2.h	Complaints Report	Will be submitted in due course
3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation ("the Scheme") sanctioned by a High Court under Section 391-394 of the Companies Act, 1956 or section 230 to 234 of the Companies Act, 2013	Yes. The shares issued by Sintex Plastics Technology Limited to the shareholders of Sintex Industries Limited, based on the share entitlement ratio, would be listed on the NSE and BSE
4.	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	Yes
5.	The transferee entity will not issue/reissue any shares, not covered under the Scheme.	Yes, Sintex Plastics Technology Limited will not issue any shares not covered under the Scheme
6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	Sintex Industries Limited has outstanding FCCBs as on the date which was issued after 1 <sup>st</sup> April 2016 and which may be converted into equity shares at the option of FCCB holders in future. In the event that the FCCB holders opts to convert the FCCB into Equity shares after the Effective Date of the Scheme, Sintex Plastics will also issue its Equity Shares as per the Share Entitlement Ratio. Further, the FCCB holders are not the promoters of the Company and thus, there will not be any increase in the promoter shareholding post conversion of FCCB into Equity Shares. Hence, in effect, at least 25% of the post scheme paid up capital of the Transferee Company shall comprise of shares allotted to the public shareholders in the Transferor Company.

**SINTEX INDUSTRIES LIMITED**

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7.	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	Yes
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Date: 29<sup>th</sup> September 2016

For Sintex Industries Limited,

  
Managing Director/ Company Secretary

**SINTEX INDUSTRIES LIMITED**

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AHMEDABAD - 380 009.  
PHONE: 26465433  
FAX : 079 - 26406983  
Email: ca@shahandshah.co.in

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**Certificate for Non-Applicability of requirement prescribed in Para (1)(A)(9)(a) of Annexure 1 of SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 ('SEBI Circular') pursuant to para 1(A)(9)(c) of SEBI Circular in respect of draft Composite Scheme of Arrangement between Sintex Industries Limited and Sintex Plastics Technology Limited and Sintex-BAPL Limited and Sintex Infra Projects Limited and their respective shareholders and creditors ('the Scheme')**

- 1 At the request of **SINTEX INDUSTRIES LIMITED** ('the Company' or 'Sintex'), we have examined the books of accounts, draft Composite Scheme of Arrangement between **SINTEX INDUSTRIES LIMITED** and **SINTEX PLASTICS TECHNOLOGY LIMITED** and **SINTEX-BAPL LIMITED** and **SINTEX INFRA PROJECTS LIMITED** and their respective shareholders and creditors under section 391 to section 394 read with section 100 to section 103 and other relevant provisions of the Companies Act, 1956 or corresponding provisions of the Companies Act, 2013, as may be applicable ('the Scheme') and other relevant records and documents maintained by the Company in the usual course of the business, for the para (1)(A)(9)(a) of Annexure 1 of SEBI Circular ('the Undertaking') in relation to the Scheme.
- 2 In connection with requirements as stated in para 1 above in terms of para (1)(A)(9)(c) of Annexure 1 of SEBI Circular, we have been provided relevant confirmations and undertakings by the Company. We have relied on the above Undertaking and confirmations for the purpose of issuing this certificate.
- 3 The attached Undertaking and compliance with the SEBI Circular is the responsibility of the Company's management. Our responsibility is to provide a certificate in terms of para (1)(A)(9)(c) of Annexure 1 of the SEBI Circular on the said undertaking to certify whether the conditions mentioned in para (1)(A)(9)(a) of Annexure 1 of SEBI Circular (In relation to voting by public shareholders) are applicable to the Company or not.
- 4 We conducted our examination in accordance with the 'Guidance Note on Audit Reports and Certificates for Special Purposes' and Standards on Auditing issued by the Institute of Chartered Accountants of India. Our scope of work did not involve us performing any audit test in the context of our examination. We have not performed an audit, the objective of which would be the expression of an opinion of the financial statement, specified elements, accounts, or items thereof, for the purpose of the certificate. Accordingly, we do not express such opinion. Further, our examination did not extend to any aspects of legal or proprietary in nature in the aforesaid Scheme other than matters referred to in the said certificate.



**SHAH & SHAH ASSOCIATES**  
**CHARTERED ACCOUNTANTS**

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- 5 Based on our examination of the Undertakings and confirmations given by the management and the Scheme and according to the information and explanations given to us and specific representations received by us from the management, we certify that the conditions prescribed in para (1)(A)(9)(a) of Annexure 1 of SEBI Circular (in relation to the voting by public shareholder) are not applicable to the Scheme for the reasons stated in the accompanying undertaking.

This certificate is intended solely for the purpose of submission to the Stock Exchanges in connection with the approval for the Scheme under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and should not be used for any other purpose or distributed to any other party.



**For SHAH & SHAH ASSOCIATES**  
**Chartered Accountants**  
**Firm Regn. No. 113742W**

N. C. Tanna

**VASANT C. TANNA**  
**PARTNER**

**Membership Number: 100 422**

**Place : Ahmedabad**  
**Date : 29<sup>th</sup> September, 2016**

**Encl:** Undertaking as per SEBI Circular and the Scheme duly certified by management of Sintex Industries Limited as initialed by us for identification purposes



**Undertaking in relation to Non-Applicability of requirements prescribed in Para (1)(A)(9)(a) of Annexure 1 of SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 ('SEBI Circular') in respect of draft Composite Scheme of Arrangement between Sintex Industries Limited and Sintex Plastics Technology Limited and Sintex-BAPL Limited and Sintex Infra Projects Limited and their respective shareholders and creditors ('the Scheme')**

This is in connection with the draft Composite Scheme of Arrangement between Sintex Industries Limited and Sintex Plastics Technology Limited and Sintex-BAPL Limited and Sintex Infra Projects Limited and their respective shareholders and creditors ('the Scheme') under section 391 to section 394 read with section 100 to section 103 and other relevant provisions of the Companies Act, 1956 or corresponding provisions of the Companies Act, 2013, as may be applicable ('the Scheme') and pursuant to the SEBI Circular wherein SEBI has mandated all listed companies to ensure that the Scheme submitted with an Hon'ble High Court of Gujarat for sanction, provides for voting by public shareholders through postal ballot and e-voting in certain cases, after disclosure of all material facts in the explanatory statement In terms of para (1)(A)(9)(a) of Annexure 1 of SEBI Circular.

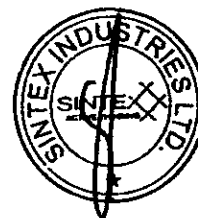
Sintex Industries Limited hereby undertakes that the requirement of para (1)(A)(9)(a) of Annexure 1 of SEBI Circular pertaining to voting by public shareholders through postal ballot and e-voting is not applicable to the Company for the following reasons:

**1) Para (1)(A)(9)(a)(i)**

Where additional shares have been allotted to Promoter / Promoter Group, Related party of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary / (s) of Promoter / Promoter Group of the listed entity,

**Reason for non-applicability**

This clause is not applicable in our fact pattern as upon demerger coming into effect, the following has been envisaged:



**SINTEX INDUSTRIES LIMITED**

Regd. Office : Kalol-382 721, Dist. Gandhinagar, Gujarat, India.  
Ph: +91-2764-253000, Fax: +91-2764-222868 Email:bvm@sintex.co.in  
CIN : L17110GJ1931PLC000454

[www.sintex.in](http://www.sintex.in)

- Issue of shares by the Sintex Plastics Technology Limited to the existing shareholders of the Sintex Industries Limited:

Sintex Plastics Technology Limited shall issue and allot equity shares at par on a proportionate basis to each member of Sintex Industries Limited whose name is recorded in the registers of members of Sintex Industries Limited as holding equity shares on the Record Date (as mentioned in the Scheme), 1 (one) fully paid-up equity share of INR 1/- each of Sintex Plastics Technology Limited for every 2 (two) fully paid-up equity share of INR 1/- each held by the equity shareholders in Sintex Industries Limited for transfer and vesting of Custom Moulding Undertaking to Sintex-BAPL Limited

Sintex Plastics Technology Limited shall issue and allot equity shares at par on a proportionate basis to each member of Sintex Industries Limited whose name is recorded in the registers of members of Sintex Industries Limited as holding equity shares on the Record Date (as mentioned in the Scheme), 1 (one) fully paid-up equity share of INR 1/- each of Sintex Plastics Technology Limited for every 2 (two) fully paid-up equity share of INR 1/- each held by the equity shareholders in Sintex Industries Limited for transfer and vesting of Prefab Undertaking to Sintex Infra Projects Limited.

If any equity shareholders of Sintex Industries Limited becomes entitled to any fractional shares pursuant to the above, the Board of Directors of Sintex Plastics Technology Limited shall consolidate such fractions to whole number, and thereupon shall issue, the equity shares of Sintex Plastics Technology Limited to the concerned equity shareholders of Sintex Industries Limited.

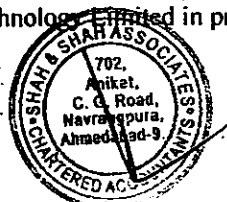
- Cancellation of the shares by Sintex Industries Limited in Sintex Plastics Technology Limited; i.e. simultaneous with the issuance of equity shares by Sintex Plastics Technology Limited to the shareholders of Sintex Industries Limited, the equity shares of Sintex Plastics Technology Limited held by Sintex Industries Limited and its nominees will be cancelled.

This will ensure that the shareholding pattern of Sintex Plastics Technology Limited are identical to the shareholding pattern of Sintex Industries Limited.

Accordingly it is evident from the above that all the shareholders of Sintex Industries Limited would get shares in Sintex Plastics Technology Limited in proportion to their entitlement and there would be

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no allotment to Promoter / Promoter Group, Related party of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary / (s) of Promoter / Promoter Group by the listed entity

2) **Para (1)(A)(9)(a)(ii)**

Where the Scheme of Arrangement involves the listed company and any other entity involving Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/ (s) of Promoter / Promoter Group.

**Reason for non-applicability**

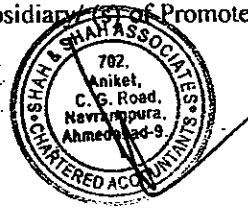
This clause is not applicable in our fact pattern as the Scheme envisaged between Sintex Industries Limited and its wholly owned subsidiary (i.e. Sintex Plastics Technology Limited) and thus it does not involve any arrangement between Sintex Industries Limited and any other entity / entities involving the Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/ (s) of Promoter / Promoter Group.

3) **Para (1)(A)(9)(a)(iii)**

Where the parent listed company has acquired the equity shares of the subsidiary, by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary / (s) of Promoter / Promoter Group of the parent listed entity company, and if that subsidiary is being merged with the parent listed company under the Scheme of Arrangement.

**Reason for non-applicability**

This clause is not applicable as the Sintex Industries Limited (being the parent listed Company) has not acquired any equity shares of the Sintex Plastics Technology Limited, by paying consideration in cash or in kind in the past to any of the shareholders of Sintex Plastics Technology Limited who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/ (s) of Promoter / Promoter Group of the parent listed entity



**SINTEX INDUSTRIES LIMITED**

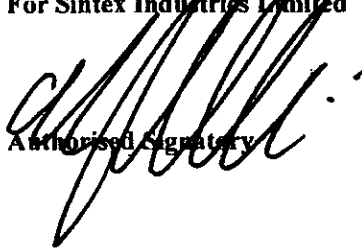
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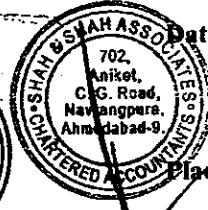
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company i.e. Sintex Industries Limited. Further, the Scheme is not for the purpose of merger of the subsidiary company with the parent listed company.

In the light of above reasons, the Sintex Industries Limited is not required to seek approval of the public shareholders through postal ballot and e-voting in relation to the Scheme.

For Sintex Industries Limited

  
Authorized Signatory



Date: 29<sup>th</sup> September 2016 .

Place: Ahmedabad

**SINTEX INDUSTRIES LIMITED**

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**SHAH & SHAH ASSOCIATES**  
**CHARTERED ACCOUNTANTS**

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To,  
The Board of Directors,  
**SINTEX INDUSTRIES LIMITED**  
Kalol (North Gujarat)  
Gujarat - 382721

**Sub: The draft Composite Scheme of Arrangement between Sintex Industries Limited and Sintex Plastics Technology Limited and Sintex-BAPL Limited and Sintex Infra Projects Limited and their respective shareholders and creditors ('the Scheme').**

We have verified the audited financial statements for the period ended **31<sup>st</sup> March 2016** of **SINTEX INDUSTRIES LIMITED** having its registered office situated at Kalol, Gujarat.

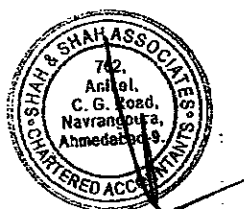
The Board of Directors of Sintex Industries Limited at its meeting held on **29<sup>th</sup> September 2016** passed a resolution to consider the draft Composite Scheme of Arrangement between Sintex Industries Limited and Sintex Plastics Technology Limited and Sintex-BAPL Limited and Sintex Infra Projects Limited and their respective shareholders and creditors ('the Scheme').

On the basis of such verification and information and explanation given to us, we certify the pre and post arrangement Net worth of **SINTEX INDUSTRIES LIMITED** as per the audited financial statements as on **31<sup>st</sup> March 2016** as set out in the following table:

Sr. No	Particulars	(Rs in cr)	
		Pre arrangement (31 <sup>st</sup> March 2016)	Post arrangement (1 <sup>st</sup> April 2016)(Note)
1	Equity Share Capital	44.66	52.35
2	Add: Reserves & Surplus	4,846.77	2,741.77
	Net worth	<b>4,891.43</b>	<b>2,794.12</b>

For the above purpose, "Net Worth" means the sum total of the paid-up equity share capital and free reserves after deducting the provisions or expenses as may be prescribed.

Note: The above equity share capital includes 7,69,21,900 equity shares issued pursuant to the Right Issue of Sintex Industries after 31 March 2016 but before filing of this application. However, the above reserves does not include INR 492.30 crores of Securities Premium received upon the said Right Issue



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after 31 March 2016 but before issuing this certificate and the same shall be given effect in the net worth of the respective undertakings of the Company.

"Free reserves" means all reserves created out of the profits and securities premium account but does not include reserves created out of revaluation of assets, write back of depreciation provision and amalgamation.

**Note:**

1. Our work was not designed to verify the accuracy or reliability of the information provided to us and nothing in this report should be taken to imply that we have conducted procedures, audits or investigations in an attempt to verify or confirm any of the information supplied to us.
2. This Certificate is issued solely for the purpose of submitting the same with the National Stock Exchange of India Limited, BSE Limited.



Place : Ahmedabad  
Date : 29<sup>th</sup> September, 2016

**For SHAH & SHAH ASSOCIATES**  
**Chartered Accountants**  
**Firm Regn. No. 113742W**

N. C. Tanna

**VASANT C. TANNA**  
**PARTNER**

**Membership Number: 100 422**

**SHAH & SHAH ASSOCIATES**  
**CHARTERED ACCOUNTANTS**

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To,  
The Board of Directors,  
Sintex Industries Limited  
Kalol (North Gujarat)  
Gujarat - 382721

**Sub: The draft Composite Scheme of Arrangement between Sintex Industries Limited and Sintex Plastics Technology Limited and Sintex-BAPL Limited and Sintex Infra Projects Limited and their respective shareholders and creditors ('the Scheme').**

We have verified the audited financial statements for the period ended **31<sup>st</sup> March 2016** of **SINTEX-BAPL LIMITED** having its registered office situated at 703, Abhijeet - 1, 7th Floor, Mithakhali Six Roads, Ellisbridge, Ahmedabad - 380 006, Gujarat..

The Board of Directors of Sintex-BAPL Limited at its meeting held on **29<sup>th</sup> September 2016** passed a resolution to consider the draft Composite Scheme of Arrangement between Sintex Industries Limited and Sintex Plastics Technology Limited and Sintex-BAPL Limited and Sintex Infra Projects Limited and their respective shareholders and creditors ('the Scheme').

On the basis of such verification and information and explanation given to us, we certify the pre and post arrangement Net worth of **SINTEX-BAPL LIMITED** as per the audited financial statements as on **31<sup>st</sup> March 2016** as set out in the following table:

Sr. No	Particulars	(Rs in cr)	
		Pre arrangement (31 <sup>st</sup> March 2016)	Post arrangement (1 <sup>st</sup> April 2016) Note
1	Equity Share Capital	16.03	16.03
2	Add: Reserves	139.74	508.94
	Net worth	155.77	524.97

For the above purpose, "Net Worth" means the sum total of the paid-up equity share capital and free reserves after deducting the provisions or expenses as may be prescribed.

"Free reserves" means all reserves created out of the profits and securities premium account but does not include reserves created out of revaluation of assets, write back of depreciation provision and amalgamation.



**SHAH & SHAH ASSOCIATES**  
**CHARTERED ACCOUNTANTS**

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**Note:**

1. Our work was not designed to verify the accuracy or reliability of the information provided to us and nothing in this report should be taken to imply that we have conducted procedures, audits or investigations in an attempt to verify or confirm any of the information supplied to us.
2. This Certificate is issued solely for the purpose of submitting the same with the National Stock Exchange of India Limited, BSE Limited.



**Place : Ahmedabad**  
**Date : 29<sup>th</sup> September, 2016**

**For SHAH & SHAH ASSOCIATES**  
**Chartered Accountants**  
**Firm Regn. No. 113742W**

V. C. Tanna

**VASANT C. TANNA**  
**PARTNER**  
**Membership Number: 100 422**



**SHAH & SHAH ASSOCIATES**  
**CHARTERED ACCOUNTANTS**

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To,  
The Board of Directors,  
**SINTEX INDUSTRIES LIMITED**  
Kalol (North Gujarat)  
Gujarat - 382721

**Sub: The draft Composite Scheme of Arrangement between Sintex Industries Limited and Sintex Plastics Technology Limited and Sintex-BAPL Limited and Sintex Infra Projects Limited and their respective shareholders and creditors ('the Scheme').**

We have verified the audited financial statements for the period ended **31<sup>st</sup> March 2016** of **SINTEX INFRA PROJECTS LIMITED** having its registered office situated at 703, Abhijeet - I, 7th Floor, Mithakhali Six Roads, Ellisbridge, Ahmedabad - 380 006, Gujarat.

The Board of Directors of Sintex Infra Projects Limited at its meeting held on **29<sup>th</sup> September 2016** passed a resolution to consider the draft Composite Scheme of Arrangement between Sintex Industries Limited and Sintex Plastics Technology Limited and Sintex-BAPL Limited and Sintex Infra Projects Limited and their respective shareholders and creditors ('the Scheme').

On the basis of such verification and information and explanation given to us, we certify the pre and post arrangement Net worth of Sintex Infra Projects Limited as per the audited financial statements as on **31<sup>st</sup> March 2016** as set out in the following table:

Sr. No	Particulars	(Rs in cr)	
		Pre arrangement (31 <sup>st</sup> March 2016)	Post arrangement (1 April 2016)
1	Equity Share Capital	2.45	2.45
2	Add: Reserves & Surplus	342.47	1,878.27
	Net worth	<b>344.92</b>	<b>1,880.72</b>

For the above purpose, "Net Worth" means the sum total of the paid-up equity share capital and free reserves after deducting the provisions or expenses as may be prescribed.

"Free reserves" means all reserves created out of the profits and securities premium account but does not include reserves created out of revaluation of assets, write back of depreciation provision and amalgamation.



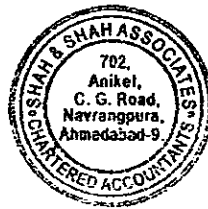
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**CHARTERED ACCOUNTANTS**

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**Note:**

1. Our work was not designed to verify the accuracy or reliability of the information provided to us and nothing in this report should be taken to imply that we have conducted procedures, audits or investigations in an attempt to verify or confirm any of the information supplied to us.
2. This Certificate is issued solely for the purpose of submitting the same with the National Stock Exchange of India Limited, BSE Limited.

**Place : Ahmedabad**  
**Date : 29<sup>th</sup> September, 2016**



**For SHAH & SHAH ASSOCIATES**  
**Chartered Accountants**  
**Firm Regn. No. 113742W**

N. C. Tanna

**VASANT C. TANNA**  
**PARTNER**

**Membership Number: 100 422**

**SHAH & SHAH ASSOCIATES**  
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To,  
The Board of Directors,  
Sintex Industries Limited  
Kalol (North Gujarat)  
Gujarat - 382721

**Sub: The draft Composite Scheme of Arrangement between Sintex Industries Limited and Sintex Plastics Technology Limited and Sintex-BAPL Limited and Sintex Infra Projects Limited and their respective shareholders and creditors ('the Scheme').**

We have verified the audited financial statements for the period ended **31<sup>st</sup> March 2016** of **SINTEX PLASTICS TECHNOLOGY LIMITED** having its registered office situated at 703, Abhijeet - I, 7<sup>th</sup> Floor, Mithakhali Six Roads, Ellisbridge, Ahmedabad - 380 006, Gujarat..

The Board of Directors of **SINTEX PLASTICS TECHNOLOGY LIMITED** at its meeting held on 29<sup>th</sup> September 2016 passed a resolution to consider the draft Composite Scheme of Arrangement between Sintex Industries Limited and Sintex Plastics Technology Limited and Sintex-BAPL Limited and Sintex Infra Projects Limited and their respective shareholders and creditors ('the Scheme').

On the basis of such verification and information and explanation given to us, we certify pre and post arrangement Net worth of Sintex Plastics Technology Limited as per the audited financial statements as on **31<sup>st</sup> March 2016** as set out in the following table:

Sr. No	Particulars	(Rs in cr)	
		Pre arrangement (31 <sup>st</sup> March 2016)	Post arrangement (1 April 2016) (Note)
1	Equity Share Capital	0.01	52.35
2	Add: Reserves & Surplus	0.00	200.00
	Net worth	<b>0.01</b>	<b>252.35</b>

For the above purpose, "Net Worth" means the sum total of the paid-up equity share capital and free reserves after deducting the provisions or expenses as may be prescribed.

Note: The above equity share capital includes 7,69,21,900 equity shares Issued pursuant to the Right Issue of Sintex Industries after 31 March 2016 but before filing of this application.



**SHAH & SHAH ASSOCIATES**  
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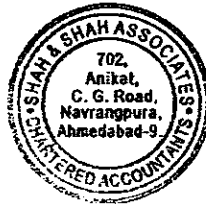
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"Free reserves" means all reserves created out of the profits and securities premium account but does not include reserves created out of revaluation of assets, write back of depreciation provision and amalgamation.

**Note:**

1. Our work was not designed to verify the accuracy or reliability of the information provided to us and nothing in this report should be taken to imply that we have conducted procedures, audits or investigations in an attempt to verify or confirm any of the information supplied to us.
2. This Certificate is issued solely for the purpose of submitting the same with the National Stock Exchange of India Limited, BSE Limited.

**Place : Ahmedabad**  
**Date : 29<sup>th</sup> September, 2016**



**For SHAH & SHAH ASSOCIATES**  
**Chartered Accountants**  
**Firm Regn. No. 113742W**

N. C. Tanna

**VASANT C. TANNA**  
**PARTNER**

**Membership Number: 100 422**

**SHAH & SHAH ASSOCIATES**  
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To,  
 The Board of Directors,  
**SINTEX INDUSTRIES LIMITED**  
 Kalol (North Gujarat)  
 Gujarat - 382721

**Sub: The draft Composite Scheme of Arrangement between Sintex Industries Limited and Sintex Plastics Technology Limited and Sintex-BAPL Limited and Sintex Infra Projects Limited and their respective shareholders and creditors ('the Scheme').**

We have verified the audited financial statements for the period ended 31<sup>st</sup> March 2016 of **SINTEX INDUSTRIES LIMITED** having its registered office situated at 703, Abhijeet - I, 7th Floor, Mithakali Six Roads, Ellisbridge, Ahmedabad - 380 006, Gujarat..

The Board of Directors of **SINTEX INDUSTRIES LIMITED** at its meeting held on **29<sup>th</sup> September 2016** passed a resolution to consider the draft Composite Scheme of Arrangement between Sintex Industries Limited and Sintex Plastics Technology Limited and Sintex-BAPL Limited and Sintex Infra Projects Limited and their respective shareholders and creditors ('the Scheme').

On the basis of verification of division wise particulars of Networth, turnover and Profit after tax as prepared and certified by the management of the Company and as per the information and explanations given to us, we certify the Percentage Turnover and profitability of the divisions i.e. "Custom Moulding" and "Prefab", being hived-off vis-à-vis other divisions of the Company for last two financial years as under:

(INR in Crores)

Sintex Industries Limited (Demerged Company)							
Particulars	Financial Year	Networth	% to total net-worth	Turnover	% to total turnover	Profit after Tax**	% to total Profit After Tax
Custom Moulding Undertaking *	2015-16	369.20	7.55%	1,371.65	28.41%	111.10	20.21%
	2014-15	447.08	10.56%	1,175.00	29.33%	75.24	16.45%
Prefab Undertaking *	2015-16	1,535.80	31.40%	2,538.00	52.57%	328.78	59.82%
	2014-15	1,390.41	32.84%	2,107.00	52.60%	300.91	65.77%
Other Divisions	2015-16	2,986.43	61.05%	918.02	19.02%	109.73	19.97%
	2014-15	2,395.76	56.60%	724.06	18.07%	81.37	17.78%
<b>Total</b>	<b>2015-16</b>	<b>4,891.43</b>	<b>100.00%</b>	<b>4,827.67</b>	<b>100.00%</b>	<b>549.61</b>	<b>100.00%</b>
	<b>2014-15</b>	<b>4,233.25</b>	<b>100.00%</b>	<b>4,006.06</b>	<b>100.00%</b>	<b>457.52</b>	<b>100.00%</b>



**SHAH & SHAH ASSOCIATES**  
**CHARTERED ACCOUNTANTS**

702, ANIKET,  
Nr. MUNICIPAL MARKET,  
C.G. ROAD, NAVRANGPURA,  
AHMEDABAD - 380 009.  
PHONE: 26465433  
FAX : 079 - 26406983  
Email: ca@shahandshah.co.in

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\*According to the Scheme, "Custom Moulding Undertaking" of Sintex Industries Limited would include Custom Moulding business and "Prefab Undertaking" of Sintex Industries Limited would include Prefab business, which would be transferred to Sintex-BAPL Limited and Sintex Infra Projects Limited respectively upon demerger.

\*\* Tax expenses calculated in proportion of total tax expenses to profit before tax

**Note:**

1. Our work was not designed to verify the accuracy or reliability of the information provided to us and nothing in this report should be taken to imply that we have conducted procedures, audits or investigations in an attempt to verify or confirm any of the information supplied to us.
2. This Certificate is issued solely for the purpose of submitting the same with the National Stock Exchange of India Limited.



**Place : Ahmedabad**  
**Date : 29<sup>th</sup> September, 2016**

**For SHAH & SHAH ASSOCIATES**  
**Chartered Accountants**  
**Firm Regn. No. 113742W**

N. C. Tanna

**VASANT C. TANNA**  
**PARTNER**

**Membership Number: 100 422**

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF SINTEX INDUSTRIES LIMITED ('THE COMPANY') IN THEIR MEETING HELD ON 29<sup>th</sup> SEPTEMBER 2016 AT REGISTERED OFFICE OF THE COMPANY SITUATED AT 7TH FLOOR, ABHIJEET BUILDING, MITHAKHALI SIX ROADS, ELLISBRIDGE, AHMEDABAD – 380 006**

Approval of draft Composite Scheme of Arrangement between Sintex Industries Limited and Sintex Plastics Technology Limited and Sintex-BAPL Limited and Sintex Infra Projects Limited and their Respective Shareholders and Creditors ('the Scheme')

**"RESOLVED THAT** pursuant to the provisions of Sections 391 to 394 and Sections 100 to 103 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 1956 and that of the Companies Act, 2013, and enabling provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approvals from Stock Exchanges, SEBI, Shareholders, Lenders, Creditors of the Company, if required and subject to the sanction of the Hon'ble High Court of Gujarat ('the Court'), or such other competent authority as may be applicable, consent and approval of the Board of Directors be and is hereby accorded for transfer and vesting of "Custom Moulding Undertaking" and "Prefab Undertaking" (as defined in the Scheme) of the Company into Sintex-BAPL Limited and Sintex Infra Projects Limited, respectively as per the draft Composite Scheme of Arrangement between Sintex Industries Limited and Sintex Plastics Technology Limited and Sintex-BAPL Limited and Sintex Infra Projects Limited and their respective shareholders and creditors ('the Scheme') approved by the Audit Committee, placed before the Board and initialled by the Chairman of the Meeting for the purpose of identification.

**RESOLVED FURTHER THAT,** the Board of Directors hereby approves the share entitlement ratio for the Scheme based on the recommendation of the Audit Committee and based on the valuation report of an independent valuer, B S R and Associates LLP dated 29<sup>th</sup> September 2016 and Fairness Opinion of Investec Capital Services (India) Private Limited, Category I Merchant Bankers dated 29<sup>th</sup> September 2016, as under:

"1 (one) fully paid-up equity share of INR 1/- each of Sintex Plastics Technology Limited for every 2 (two) fully paid-up equity share of INR 1/- each held by the equity shareholders in Sintex Industries Limited for transfer and vesting of Custom Moulding Undertaking to Sintex-BAPL Limited"



**SINTEX INDUSTRIES LIMITED**

Regd. Office : Kalol-382 721, Dist. Gandhinagar, Gujarat, India.  
Ph: +91-2764-253000, Fax: +91-2764-222868 Email: bvm@sintex.co.in  
CIN : L17110GJ1931PLC000454

[www.sintex.in](http://www.sintex.in)

"1 (one) fully paid-up equity share of INR 1/- each of Sintex Plastics Technology Limited for every 2 (two) fully paid-up equity share of INR 1/- each held by the equity shareholders in Sintex Industries Limited for transfer and vesting of Prefab Undertaking to Sintex Infra Projects Limited."

"If any equity shareholders of Sintex Industries Limited becomes entitled to any fractional shares pursuant to the above, the Board of Directors of Sintex Plastics Technology Limited shall consolidate such fractions to whole number, and thereupon shall issue, the equity shares of Sintex Plastics Technology Limited to the concerned equity shareholders of Sintex Industries Limited."

**RESOLVED FURTHER THAT** a Committee of the Board of Directors known as the "Reorganization Committee" comprising of Mr. Rahul A. Patel, the Managing Director (Group), Mr. Amit D. Patel, the Managing Director (Group), Mr. S.B. Dangayach, the Managing Director, Mr. Ashwin Lalbhai Shah, Director, Dr. Rajesh B. Parikh, Director of the Company, be and is hereby constituted and that the said committee be authorized to:

- i) To carry out all acts, deeds, matters and things as may be individually required in connection with and to give effect to the Scheme including finalization of the Scheme
- ii) to finalize the Scheme for submission to the Stock Exchange(s), the High Court of Gujarat, other authorities, as may be necessary and /or to accept and approve such changes and modifications/alterations in the Scheme as may be expedient or necessary for satisfying the requirement or condition imposed by the Stock exchange(s), the High Court of Gujarat; and
- iii) further to do all such acts, deeds and things as the Committee may deem it expedient and necessary, in its discretion, in this connection

**RESOLVED FURTHER THAT** the quorum for the meeting of the above Reorganization Committee of the Company shall be any two members present in person and the Reorganization Committee shall elect one of its member to be the Chairman of the meeting.

**RESOLVED FURTHER THAT** the contents of the details of assets and liabilities of the Custom Moulding Undertaking and the Prefab Undertaking that are being transferred a copy of which is tabled in the meeting, duly initialed by the Chairman, is hereby taken on record and approved.

**RESOLVED FURTHER THAT** the undertaking certified by Shah & Shah Associates, Chartered Accountants, dated 29<sup>th</sup> September 2016, clearly stating the reasons for non-applicability of Para 9(a) relating to Postal Ballot of SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30 November 2015, be and is hereby noted and approved.

**SINTEX INDUSTRIES LIMITED**

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Ph: +91-2764-253000, Fax: +91-2764-222868 Email: bvm@sintex.co.in  
CIN: L17110GJ1931PLC000454



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**RESOLVED FURTHER THAT** Mr. Dinesh B. Patel, the Chairman, Mr. Arun P. Patel, the Vice Chairman, Mr. Rahul A. Patel, the Managing Director (Group), Mr. Amit D. Patel, the Managing Director (Group), Mr. S.B. Dangayach, the Managing Director, Mr. Prashant D. Shah, the Head – Accounts, Audit & CFO, Mr. Hitesh T. Mehta, Company Secretary, Mr. Chetan H. Joshi, Joint CFO (Plastic) and Mr. J. K. Baid, Joint CFO (Textile) be and are hereby severally authorized on behalf of the Board, *inter alia*, to:

- (a) do all such acts as may be required to be complied with under the Companies (Court) Rules, 1959, including but not limited to finalise and sending of Notice and Explanatory Statement under Section 102 of the Companies Act, 2013, advertisement, appointment of Scrutinizer etc.;
- (b) make such alterations and changes to the aforesaid Scheme as may be expedient or necessary, particularly for satisfying the requirements or conditions imposed by Central Government and / or the Stock Exchange(s) and / or SEBI and / or the High Court and / or any such authority as may be required for approving the Scheme;
- (c) evolve, decide upon and bring into effect the Scheme and make and give effect to any modifications, changes, variations, alterations or revision in the Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as the Board of Directors may suo moto decide in its absolute discretion and to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulty that may arise with regard to or in relation to the Scheme as it may in its absolute discretion consider necessary, expedient, fit and proper;
- (d) file the said Scheme and / or any other information / details with the concerned stock exchange(s) for approval in terms of SEBI provisions;
- (e) file affidavits, petitions, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, solicitors, Consultants, chartered Accountants and other professionals and to remunerate them and to sign and execute vakalatnama wherever necessary;
- (f) sign and file applications / petitions with the High Court or such other competent authority of relevant jurisdiction for directions for holding / dispensing with a meeting of the members and or creditors and for confirmation of the Scheme and where necessary to take steps to convene and hold such meetings as per the directions of the High Court, or such other competent authority and to sign, issue and dispatch the Notice convening such meeting(s) to the shareholders and / or other concerned persons;

**SINTEX INDUSTRIES LIMITED**

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CIN : L17110GJ1931PLC000454



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- (g) obtain approval from such other authorities and parties including the shareholders, creditors, lenders as may be considered necessary, to the said Scheme;
- (h) for the above purpose file all pleadings, reports and sign and issue public advertisements and notices;
- (i) do all further acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to the Scheme and for matters connected therewith or incidental thereto and to issue a copy of this resolution duly certified as true and furnish the same to whomsoever concerned; and
- (j) settle any question or difficulty that may arise with regard to the implementation of the above Scheme and to give effect to the above resolution.

**RESOLVED FURTHER THAT** the BSE Limited, be and is hereby chosen as the Designated Stock Exchange ('DSE') for coordinating with Securities and Exchange Board of India with regard to this Scheme.

**RESOLVED FURTHER THAT** the Common Seal of the Company be affixed, if necessary, on all the necessary documents, papers etc., in connection with the matter, in presence of any one of the aforesaid Directors/Company Secretary of the Company, who shall sign the same in token thereof, as required by the Articles of Association of the Company.

**RESOLVED FURTHER THAT** any of the Directors and/or Company Secretary of the Company be and are/is hereby severally authorised to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned."

**FOR SINTEX INDUSTRIES LIMITED**

  
**COMPANY SECRETARY**



**DATE – 29<sup>th</sup> SEPTEMBER 2016**

**PLACE – AHMEDABAD**

**SINTEX INDUSTRIES LIMITED**

Regd. Office : Kalol-382 721, Dist. Gandhinagar, Gujarat, India.  
Ph: +91-2764-253000, Fax : +91-2764-222868 Email:bvm@sintex.co.in  
CIN : L17110GJ1931PLC000454

[www.sintex.in](http://www.sintex.in)

**SINTEX-BAPL LTD.**

(Formerly known as BRIGHT AUTOPLAST LIMITED)

2011, 2nd Floor, Farena Corporate Park, Hadapsar - Kharadi bypass Road, Hadapsar, Pune - 411013.

Tel: +91 20 71055600 E-mail: info@brightautoplast.com

**SINTEX**  
BAPL

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**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF SINTEX-BAPL LIMITED ('THE COMPANY') IN THEIR MEETING HELD ON 29<sup>TH</sup> SEPTEMBER 2016 AT 7TH FLOOR, ABHIJEET BUILDING, MITHAKHALI SIX ROADS, ELLISBRIDGE, AHMEDABAD - 380 006**

Approval of draft Composite Scheme of Arrangement between Sintex Industries Limited and Sintex Plastics Technology Limited and Sintex-BAPL Limited and Sintex Infra Projects Limited and their Respective Shareholders and Creditors ('the Scheme')

**"RESOLVED THAT** pursuant to the provisions of Sections 391 to 394 and Sections 100 to 103 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 1956 and that of the Companies Act, 2013, and enabling provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approvals from Stock Exchanges, SEBI, Shareholders, Creditors of the Company, if required and subject to the sanction of the Hon'ble High Court of Gujarat ('the Court'), or such other competent authority as may be applicable, consent and approval of the Board of Directors be and is hereby accorded for transfer and vesting of "Custom Moulding Undertaking" (as defined in the Scheme) of Sintex Industries Limited into the Company as per the draft Composite Scheme of Arrangement between Sintex Industries Limited and Sintex Plastics Technology Limited and Sintex-BAPL Limited and Sintex Infra Projects Limited and their respective shareholders and creditors ('the Scheme') placed before the Board and initialled by the Chairman of the Meeting for the purpose of identification.

**RESOLVED FURTHER THAT,** the Board of Directors hereby notes the share entitlement ratio for the Scheme based on the valuation report of an independent valuer, B S R and Associates LLP dated 29<sup>th</sup> September 2016 as under:

"1 (one) fully paid-up equity share of INR 1/- each of Sintex Plastics Technology Limited for every 2 (two) fully paid-up equity share of INR 1/- each held by the equity shareholders in Sintex Industries Limited for transfer and vesting of Custom Moulding Undertaking to Sintex-BAPL Limited"

"1 (one) fully paid-up equity share of INR 1/- each of Sintex Plastics Technology Limited for every 2 (two) fully paid-up equity share of INR 1/- each held by the equity shareholders in Sintex Industries Limited for transfer and vesting of Prefab Undertaking to Sintex Infra Projects Limited"



Regd Office : Abhijeet-I, 7th Floor, Mithakhali Six Roads, Ellisbridge, Ahmedabad-380006, Gujarat, India

Location : Pune | Sohna | Chennai | Nashik | Pithampur

www.brightautoplast.com

CIN No.: U25199GJ2007PLC051364

**SINTEX-BAPL LTD.**

(Formerly known as BRIGHT AUTOPLAST LIMITED)

2011, 2nd Floor, Farena Corporate Park, Hadapsar - Kharadi bypass Road, Hadapsar, Pune - 411013.

Tel: +91 20 71055600 E-mail : info@brightautoplast.com

**SINTEX**  
BAPL

"If any equity shareholders of Sintex Industries Limited becomes entitled to any fractional shares pursuant to the above, the Board of Directors of Sintex Plastics Technology Limited shall consolidate such fractions to whole number, and thereupon shall issue, the equity shares of Sintex Plastics Technology Limited to the concerned equity shareholders of Sintex Industries Limited."

**RESOLVED FURTHER THAT** the contents of the details of assets and liabilities of the Custom Moulding Undertaking that is being transferred a copy of which is tabled in the meeting, duly initialed by the Chairman, is hereby taken on record and approved.

**RESOLVED FURTHER THAT** Mr. Amit D. Patel, Mr. Rahul A. Patel and Mr. Ashoke Kumar Maitra, Directors of the Company, Mr. J. K. Baid and Mr. Chetan Joshi, the Authorised Signatories of the Company be and are hereby severally authorized on behalf of the Board, *inter alia*, to:

- (a) do all such acts as may be required to be complied with under the Companies (Court) Rules, 1959, including but not limited to finalise and sending of Notice and Explanatory Statement under Section 102 of the Companies Act, 2013, advertisement, appointment of Scrutinizer etc.;
- (b) make such alterations and changes to the aforesaid Scheme as may be expedient or necessary, particularly for satisfying the requirements or conditions imposed by Central Government and / or the Stock Exchange(s) and / or SEBI and / or the High Court and / or any such authority as may be required for approving the Scheme;
- (c) evolve, decide upon and bring into effect the Scheme and make and give effect to any modifications, changes, variations, alterations or revision in the Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as the Board of Directors may suo moto decide in its absolute discretion and to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulty that may arise with regard to or in relation to the Scheme as it may in its absolute discretion consider necessary, expedient, fit and proper;
- (d) file the said Scheme and / or any other information / details with the concerned stock exchange(s) for approval in terms of SEBI provisions;
- (e) file affidavits, petitions, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, solicitors, Consultants, chartered Accountants and other professionals and to remunerate them and to sign and execute vakalatnama wherever necessary;



Regd Office : Abhijeet-1, 7th Floor, Mithakhali Six Roads, Ellisbridge, Ahmedabad-380006, Gujarat, India

Location : Pune | Sohna | Chennai | Nashik | Pithampur

www.brightautoplast.com

CIN No.: U25199GJ2007PLC051364

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Tel: +91 20 71055600 E-mail : info@brightautoplast.com

**SINTEX**  
BAPL

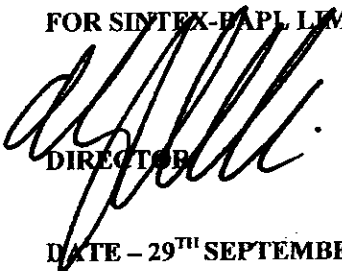
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- (f) sign and file applications / petitions with the High Court or such other competent authority of relevant jurisdiction for directions for holding / dispensing with a meeting of the members and or creditors and for confirmation of the Scheme and where necessary to take steps to convene and hold such meetings as per the directions of the High Court or such other competent authority and to sign, issue and dispatch the Notice convening such meeting(s) to the shareholders and / or other concerned persons;
- (g) obtain approval from such other authorities and parties including the shareholders, creditors, lenders as may be considered necessary, to the said Scheme;
- (h) for the above purpose file all pleadings, reports and sign and issue public advertisements and notices;
- (i) do all further acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to the Scheme and for matters connected therewith or incidental thereto and to issue a copy of this resolution duly certified as true and furnish the same to whomsoever concerned; and
- (j) settle any question or difficulty that may arise with regard to the implementation of the above Scheme and to give effect to the above resolution.

**RESOLVED FURTHER THAT** the Common Seal of the Company be affixed, if necessary, on all the necessary documents, papers etc., in connection with the matter, in presence of any one of the aforesaid Directors/Company Secretary of the Company, who shall sign the same in token thereof, as required by the Articles of Association of the Company.

**RESOLVED FURTHER THAT** any of the Directors and/or Company Secretary of the Company be and are/is hereby severally authorised to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned.

**FOR SINTEX-BAPL LIMITED**

  
DIRECTOR

**DATE – 29<sup>TH</sup> SEPTEMBER 2016**

**PLACE – AHMEDABAD**

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF SINTEX INFRA PROJECTS LIMITED ('THE COMPANY') IN THEIR MEETING HELD ON 29<sup>TH</sup> SEPTEMBER 2016 AT 7TH FLOOR, ABHIJEET BUILDING, MITHAKHALI SIX ROADS, ELLISBRIDGE, AHMEDABAD – 380 006**

Approval of draft Composite Scheme of Arrangement between Sintex Industries Limited and Sintex Plastics Technology Limited and Sintex-BAPL Limited and Sintex Infra Projects Limited and their Respective Shareholders and Creditors ('the Scheme')

**"RESOLVED THAT** pursuant to the provisions of Sections 391 to 394 and Sections 100 to 103 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 1956 and that of the Companies Act, 2013, and enabling provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approvals from Stock Exchanges, SEBI, Shareholders, Creditors of the Company, if required and subject to the sanction of the Hon'ble High Court of Gujarat ('the Court'), or such other competent authority as may be applicable, consent and approval of the Board of Directors be and is hereby accorded for transfer of "Prefab Undertaking" (as defined in the Scheme) of Sintex Industries Limited to the Company as per the draft Composite Scheme of Arrangement between Sintex Industries Limited and Sintex Plastics Technology Limited and Sintex-BAPL Limited and Sintex Infra Projects Limited and their respective shareholders and creditors ('the Scheme') placed before the Board and initialled by the Chairman of the Meeting for the purpose of identification.

**RESOLVED FURTHER THAT,** the Board of Directors hereby notes the share entitlement ratio for the Scheme based on the valuation report of an independent valuer, B S R and Associates LLP dated 29<sup>th</sup> September 2016 as under:

"1 (one) fully paid-up equity share of INR 1/- each of Sintex Plastics Technology Limited for every 2 (two) fully paid-up equity share of INR 1/- each held by the equity shareholders in Sintex Industries Limited for transfer and vesting of Custom Moulding Undertaking to Sintex-BAPL Limited"

"1 (one) fully paid-up equity share of INR 1/- each of Sintex Plastics Technology Limited for every 2 (two) fully paid-up equity share of INR 1/- each held by the equity shareholders in Sintex Industries Limited for transfer and vesting of Prefab Undertaking to Sintex Infra Projects Limited"

**SINTEX INFRA PROJECTS LIMITED**

Abhijeet-1, 7<sup>th</sup> Floor, Mithakhali Six Roads, Ellisbridge, Ahmedabad - 380 006, Gujarat, India.  
Phone: +91-79-26420683, 2642 0045, 2640 7110 Fax: +91-79-2640 3446  
CIN U45201GJ2009PLC058702



www.sintex.in

"If any equity shareholders of Sintex Industries Limited becomes entitled to any fractional shares pursuant to the above, the Board of Directors of Sintex Plastics Technology Limited shall consolidate such fractions to whole number, and thereupon shall issue, the equity shares of Sintex Plastics Technology Limited to the concerned equity shareholders of Sintex Industries Limited."

**RESOLVED FURTHER THAT** the contents of the details of assets and liabilities of the Prefab Undertaking that is being transferred a copy of which is tabled in the meeting, duly initialed by the Chairman, is hereby taken on record and approved.

**RESOLVED FURTHER THAT** Mr. Amit D. Patel, Mr. Rahul A. Patel and Mr. S. B. Dangayach, Directors of the Company, Mr. J. K. Baid and Mr. Chetan Joshi, the Authorised Signatories of the Company be and are hereby severally authorized on behalf of the Board, *inter alia*, to:

- (a) do all such acts as may be required to be complied with under the Companies (Court) Rules, 1959, including but not limited to finalise and sending of Notice and Explanatory Statement under Section 102 of the Companies Act, 2013, advertisement, appointment of Scrutinizer etc.;
- (b) make such alterations and changes to the aforesaid Scheme as may be expedient or necessary, particularly for satisfying the requirements or conditions imposed by Central Government and / or the Stock Exchange(s) and / or SEBI and / or the High Court and / or any such authority as may be required for approving the Scheme;
- (c) evolve, decide upon and bring into effect the Scheme and make and give effect to any modifications, changes, variations, alterations or revision in the Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as the Board of Directors may suo moto decide in its absolute discretion and to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulty that may arise with regard to or in relation to the Scheme as it may in its absolute discretion consider necessary, expedient, fit and proper;
- (d) file the said Scheme and / or any other information / details with the concerned stock exchange(s) for approval in terms of SEBI provisions;
- (e) file affidavits, petitions, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, solicitors, Consultants, chartered Accountants and other professionals and to remunerate them and to sign and execute vakalatnama wherever necessary;



**SINTEX INFRA PROJECTS LIMITED**

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Phone: +91-79-26420683, 2642 0045, 2640 7110 Fax: +91-79-2640 3446  
CIN U45201GJ2009PLC058702

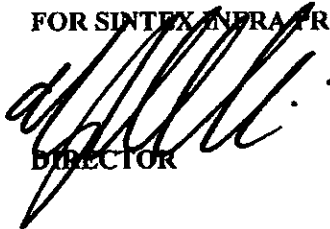
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- (f) sign and file applications / petitions with the High Court or such other competent authority of relevant jurisdiction for directions for holding / dispensing with a meeting of the members and or creditors and for confirmation of the Scheme and where necessary to take steps to convene and hold such meetings as per the directions of the High Court or such other competent authority and to sign, issue and dispatch the Notice convening such meeting(s) to the shareholders and / or other concerned persons;
- (g) obtain approval from such other authorities and parties including the shareholders, creditors, lenders as may be considered necessary, to the said Scheme;
- (h) for the above purpose file all pleadings, reports and sign and issue public advertisements and notices;
- (i) do all further acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to the Scheme and for matters connected therewith or incidental thereto and to issue a copy of this resolution duly certified as true and furnish the same to whomsoever concerned; and
- (j) settle any question or difficulty that may arise with regard to the implementation of the above Scheme and to give effect to the above resolution.

**RESOLVED FURTHER THAT** the Common Seal of the Company be affixed, if necessary, on all the necessary documents, papers etc., in connection with the matter, in presence of any one of the aforesaid Directors/above mentioned Authorised Signatories of the Company, who shall sign the same in token thereof, as required by the Articles of Association of the Company.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are/is hereby severally authorised to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned.

**FOR SINTEX INFRA PROJECTS LIMITED**

  
DIRECTOR



**DATE – 29<sup>TH</sup> SEPTEMBER 2016**

**PLACE – AHMEDABAD**

**SINTEX INFRA PROJECTS LIMITED**

Abhijeet-1, 7<sup>th</sup> Floor, Mithakhali Six Roads, Ellisbridge, Ahmedabad - 380 006, Gujarat, India.  
Phone: +91-79-26420683, 2642 0045, 2640 7110 Fax: +91-79-2640 3446  
CIN U45201GJ2009PLC058702

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## **SINTEX PLASTICS TECHNOLOGY LIMITED**

(Formerly known as NEEV EDUCARE LIMITED)

CIN : U74120GJ2015PLC084071

Registered Office : Abhijeet 7th Floor, Mithakhali Six Road  
Ellisbridge, Ahmedabad – 380 009, Gujarat, India.

Phone : +91-79-26403446

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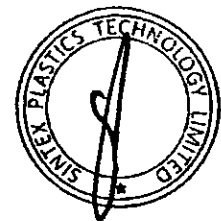


**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF SINTEX PLASTICS TECHNOLOGY LIMITED ('THE COMPANY') IN THEIR MEETING HELD ON 29<sup>TH</sup> SEPTEMBER 2016 AT 7TH FLOOR, ABHIJEET BUILDING, MITHAKHALI SIX ROADS, ELLISBRIDGE, AHMEDABAD – 380 006**

Approval of draft Composite Scheme of Arrangement between Sintex Industries Limited and Sintex Plastics Technology Limited and Sintex-BAPL Limited and Sintex Infra Projects Limited and their Respective Shareholders and Creditors ('the Scheme')

**"RESOLVED THAT** pursuant to the provisions of Sections 391 to 394 and Sections 100 to 103 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 1956 and that of the Companies Act, 2013, and enabling provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approvals from Stock Exchanges, SEBI, Shareholders, Creditors of the Company, if required and subject to the sanction of the Hon'ble High Court of Gujarat ('the Court'), or such other competent authority as may be applicable, consent and approval of the Board of Directors be and is hereby accorded for transfer and vesting of "Custom Moulding Undertaking" and "Prefab Undertaking" (as defined in the Scheme) of Sintex Industries to Sintex-BAPL Limited and Sintex Infra Projects Limited, respectively, wholly owned subsidiaries of Sintex Plastics Technology Limited, as per the draft Composite Scheme of Arrangement between Sintex Industries Limited and Sintex Plastics Technology Limited and Sintex-BAPL Limited and Sintex Infra Projects Limited and their respective shareholders and creditors ('the Scheme') placed before the Board and initialled by the Chairman of the Meeting for the purpose of identification.

**RESOLVED FURTHER THAT,** the Board of Directors hereby notes the share entitlement ratio for the Scheme based on the valuation report of an independent valuer, B S R and Associates LLP, dated 29<sup>th</sup> September 2016 as under:



## SINTEX PLASTICS TECHNOLOGY LIMITED

(Formerly known as NEEV EDUCARE LIMITED)

CIN : U74120GJ2015PLC084071

Registered Office : Abhijeet 7th Floor, Mithakhali Six Road  
Ellisbridge, Ahmedabad – 380 009, Gujarat, India.

Phone : +91-79-26403446



"1 (one) fully paid-up equity share of INR 1/- each of Sintex Plastics Technology Limited for every 2 (two) fully paid-up equity share of INR 1/- each held by the equity shareholders in Sintex Industries Limited for transfer and vesting of Custom Moulding Undertaking to Sintex-BAPL Limited"

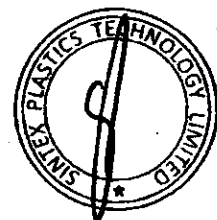
"1 (one) fully paid-up equity share of INR 1/- each of Sintex Plastics Technology Limited for every 2 (two) fully paid-up equity share of INR 1/- each held by the equity shareholders in Sintex Industries Limited for transfer and vesting of Prefab Undertaking to Sintex Infra Projects Limited"

"If any equity shareholders of Sintex Industries Limited becomes entitled to any fractional shares pursuant to the above, the Board of Directors of Sintex Plastics Technology Limited shall consolidate such fractions to whole number, and thereupon shall issue, the equity shares of Sintex Plastics Technology Limited to the concerned equity shareholders of Sintex Industries Limited."

**RESOLVED FURTHER THAT** the contents of the details of assets and liabilities of the Custom Moulding Undertaking and the Prefab Undertaking that are being transferred a copy of which is tabled in the meeting, duly initialed by the Chairman, is hereby taken on record and approved.

**RESOLVED FURTHER THAT** Mr. Dinesh B. Patel, Mr. Arun P. Patel, Mr. Rahul A. Patel, Mr. Amit D. Patel, Directors, Mr. Chetan H. Joshi and Mr. J. K. Baid, the Authorised Signatories of the Company be and are hereby severally authorized on behalf of the Board, *inter alia*, to:

- (a) do all such acts as may be required to be complied with under the Companies (Court) Rules, 1959, including but not limited to finalise and sending of Notice and Explanatory Statement under Section 102 of the Companies Act, 2013, advertisement, appointment of Scrutinizer etc.;
- (b) make such alterations and changes to the aforesaid Scheme as may be expedient or necessary, particularly for satisfying the requirements or conditions imposed by Central Government and / or the Stock Exchange(s) and / or SEBI and / or the High Court and / or any such authority as may be required for approving the Scheme;
- (c) evolve, decide upon and bring into effect the Scheme and make and give effect to any modifications, changes, variations, alterations or revision in the Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as the Board of Directors may suo moto decide in its absolute discretion and to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulty that may arise with regard to or in relation to the Scheme as it may in its absolute discretion consider necessary, expedient, fit and proper;



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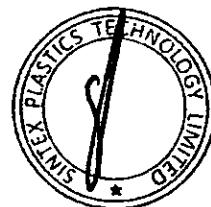
Ellisbridge, Ahmedabad – 380 009, Gujarat, India.

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- (d) file the said Scheme and / or any other information / details with the concerned stock exchange(s) for approval in terms of SEBI provisions;
- (e) file affidavits, petitions, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, solicitors, Consultants, chartered Accountants and other professionals and to remunerate them and to sign and execute vakalatnama wherever necessary;
- (f) sign and file applications / petitions with the High Court or such other competent authority of relevant jurisdiction for directions for holding / dispensing with a meeting of the members and or creditors and for confirmation of the Scheme and where necessary to take steps to convene and hold such meetings as per the directions of the High Court or such other competent authority and to sign, issue and dispatch the Notice convening such meeting(s) to the shareholders and / or other concerned persons;
- (g) obtain approval from such other authorities and parties including the shareholders, creditors, lenders as may be considered necessary, to the said Scheme;
- (h) for the above purpose file all pleadings, reports and sign and issue public advertisements and notices;
- (i) do all further acts, deeds, matters and things as may be considered necessary (including listing of Company's shares post approval of the Scheme), proper and expedient to give effect to the Scheme and for matters connected therewith or incidental thereto and to issue a copy of this resolution duly certified as true and furnish the same to whomsoever concerned; and
- (j) settle any question or difficulty that may arise with regard to the implementation of the above Scheme and to give effect to the above resolution.

**RESOLVED FURTHER THAT** the Common Seal of the Company be affixed, if necessary, on all the necessary documents, papers etc., in connection with the matter, in presence of any one of the aforesaid Directors/above mentioned Authorised Signatories of the Company, who shall sign the same in token thereof, as required by the Articles of Association of the Company.



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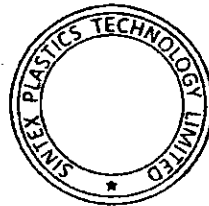
**RESOLVED FURTHER THAT** any of the Directors of the Company be and are / is hereby severally authorised to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned."

**FOR SINTEX PLASTICS TECHNOLOGY LIMITED**

  
DIRECTOR

**DATE – 29<sup>TH</sup> SEPTEMBER 2016**

**PLACE – AHMEDABAD**



To,  
National Stock Exchange of India Ltd.  
Exchange Plaza, 5th Floor,  
Plot No. C/1, G Block,  
BandraKurla Complex,  
Bandra (East),  
Mumbai – 400 051

Dear Sir,

**Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosures) Regulations, 2015 for the draft Composite Scheme of Arrangement between Sintex Industries Limited ('Sintex Industries') and SintexPlastics Technology Limited ('Sintex Plastics Technology') and Sintex-BAPL Limited ('Sintex-BAPL') and Sintex Infra Projects Limited ('Sintex Infra') and their respective shareholders and creditors ('theScheme')**

In connection with the above application, we hereby confirm that:

- 1 The Scheme to be presented to the Hon'ble High Court of Gujarat does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956/Companies Act, 2013, the rules, regulations and guidelines made under these Acts, and the provisions as explained in Regulation 11 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 or the requirements of BSE Limited.
- 2 The Scheme under sub-rule (7) of rule 19 of Securities Contracts (Regulations) Rules, 1957 is in Compliance with SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015.



**SINTEX INDUSTRIES LIMITED**

Regd. Office : Kalol-382 721, Dist. Gandhinagar, Gujarat, India.  
Ph: +91-2764-253000, Fax: +91-2764-222868 Email: bvm@sintex.com  
CIN : L17110GJ1931PLC000454

[www.sintex.in](http://www.sintex.in)

### 3 Rationale behind the Scheme

The followings are the key benefits arising out the Scheme:-

- Propose Re-alignment of business operations i.e. the Custom Moulding Business and Prefab Business into different entities will enable the respective companies to pursue different business strategies and raise resources for meeting their respective growth requirements. Each of the business has got tremendous growth and profitability and will require focused leadership and management attention. The nature of risk and competition involved in the businesses carried out by Sintex Group is distinct and are capable of attracting different set of investors like strategic partners, lenders etc. thereby unlocking value of respective businesses and existing shareholders.
- With a view of re-aligning the plastic business under SintexPlastics Technology but at the same time housing the businesses in different entities, it is proposed that the Custom Moulding Business of Sintex Industries be demerged and transferred to Sintex-BAPL, the wholly owned subsidiary of SintexPlastics Technology (which is the wholly owned subsidiary of Sintex Industries) and the Prefab Business of Sintex Industries be demerged and transferred to Sintex Infra, a wholly owned subsidiary of SintexPlastics Technology, which is a wholly owned subsidiary of Sintex Industries. In consideration of the demerger, the equity shares of SintexPlastics Technology will be issued to the shareholders of Sintex Industries.
- It would enable the respective companies to focus on and enhance their core businesses by streamlining operations, cutting costs and ensuring more efficient management control. Further, it would enable respective management(s) to concentrate on core businesses and strengthen competencies and provide independent opportunities to increase scale of operations

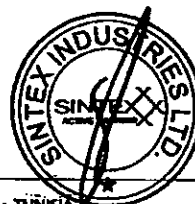
### 4 Brief details about the business of the Companies:

#### a) Sintex Industries Limited

Sintex Industries Limited ("Sintex Industries") is a listed public company incorporated on 1<sup>st</sup> June 1931 under the provisions of the Companies Act, 1956 in the name of The Bharat Vijay Mills Limited. Subsequently, the name of The Bharat Vijay Mills Limited was changed to Sintex Industries Limited with effect from 27<sup>th</sup> June 1995. The equity shares of Sintex Industries are listed on BSE Limited ('BSE') and National Stock Exchange of India ('NSE') and the Non-convertible Debentures ('NCDs') of Sintex Industries are listed on BSE. Sintex

#### **SINTEX INDUSTRIES LIMITED**

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www.sintex.in

Industries is one of the leading companies in niche structured yarn and dyed textiles related products in India. Initially, Sintex Industries started its operations in textile and diversified in plastic business. The plastic division manufactures products which includes prefabricated structures, monolithic constructions, FRP products and water storage tanks.

**b) SintexPlastics Technology Limited**

SintexPlastics Technology Limited ("SintexPlastics") is an unlisted public company incorporated on 4<sup>th</sup> August 2015 under the provisions of the Companies Act, 2013. The name of SintexPlastics has been changed from NeevEducare Private Limited ("NeevEducare") to SintexPlastics with effect from 1<sup>st</sup> June 2016. SintexPlastics is engaged in the business of plastics and related investment in companies engaged in the plastic business. Currently, SintexPlastics is a wholly owned subsidiary company of Sintex Industries.

**c) Sintex-BAPL Limited**

Sintex-BAPL Limited ("Sintex BAPL") is a company incorporated on 23<sup>rd</sup> July 2007 under the provisions of the Companies Act, 1956 in the name of Bright Auto Plastic Private Limited. Subsequently, the name of Bright Auto Plastic Private Limited was changed to Bright Autoplast Private Limited with effect from 17<sup>th</sup> December 2007 and further changed to Bright Autoplast Limited with effect from 28<sup>th</sup> December 2010 upon conversion into public company and thereafter the name was changed to Sintex-BAPL Limited with effect from 2<sup>nd</sup> September 2015. Sintex BAPL is engaged in the business automotive sector including providing highly-engineered custom moulding solution to large global and Indian brands that have a presence in diverse sectors. Currently, Sintex BAPL is a wholly owned subsidiary company of Sintex Plastics, which is a wholly owned subsidiary of Sintex Industries.

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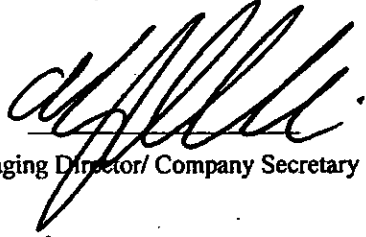
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**d) Sintex Infra Projects Limited**

Sintex Infra Projects Limited ("Sintex Infra") is an unlisted public company incorporated on 25th November 2009 under the provisions of the Companies Act, 1956. Sintex Infra is engaged in the business of construction and infrastructure which involves in designing, supplying, laying, commissioning and testing pipes in trunk/lateral/branch sewers and allied works like manhole chamber construction. Currently, Sintex Infra is a wholly owned subsidiary of Sintex Plastics, which is a wholly owned subsidiary of Sintex Industries.

Date: 29<sup>th</sup> September 2016



  
Managing Director/ Company Secretary

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Ellisbridge, Ahmedabad – 380 009, Gujarat, India.

Phone : +91-79-26403446

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**SINTEX**  
ACTIVE THINKING

To,

National Stock Exchange of India Ltd.

Exchange Plaza, 5th Floor,

Plot No. C/1, G Block,

BandraKurla Complex,

Bandra (East),

Mumbai – 400 051

Dear Sir,

**Sub: Details of any Disciplinary action, if any by other stock exchanges and regulatory authorities against the Company, Companies under same management, promoters. Promoter companies, directors, subsidiary companies**

**a) SintexPlastics Technology Limited**

Not Applicable

**b) Companies under the same management**

Not Applicable

**c) Promoters and promoting companies**

Not Applicable

**d) Directors of the Company**

Not Applicable

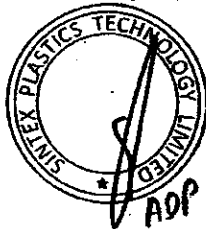
**e) Companies promoted by the promoters of the Company**

Not Applicable

**f) Subsidiaries and Associate companies**

Not Applicable

Date: 29<sup>th</sup> September 2016



*[Handwritten Signature]*  
Director

**SINTEX PLASTICS TECHNOLOGY LIMITED**

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**SINTEX**  
ACTIVE THINKING

To,  
National Stock Exchange of India Ltd.  
Exchange Plaza, 5th Floor,  
Plot No. C/1, G Block,  
Bandra Kurla Complex,  
Bandra (East),  
Mumbai – 400 051

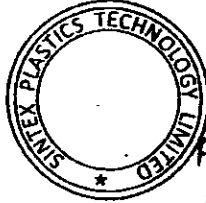
Dear Sir,

**Sub: Confirmation by the Company**

The Company hereby confirms that,

“There shall be no change in the shareholding pattern or control in the Company between the record date of the Scheme and listing date which will affect the status of this approval.”

Date: 29<sup>th</sup> September 2016



*[Handwritten Signature]*  
Director



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*[Signature]*

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