

# SEVEN HILL INDUSTRIES LIMITED

(Formerly Known as KOSIAN INDUSTRIES LIMITED)

CIN: L67190MH1990PLC055497

September 06, 2017

To,  
Department of Corporate Services,  
**BSE Limited,**  
P. J. Tower, Dalal Street,  
**Mumbai-400001**

Dear Sir/Madam,

**Sub: Compliance of Regulation 42 SEBI (LODR), Regulations, 2015 – Intimation of Annual General Meeting, Book Closure and E Voting.**

This is inform you that pursuant to Section 96 of the companies Act, 2013, The 27<sup>th</sup> Annual General Meeting (AGM) of the members of the company will be held on Friday, September 29, 2017 at 2:00 PM at the Registered Office of the Company.

We also inform you that pursuant to Section 91 of the Companies Act, 2013, and Regulation 42 of SEBI (LODR) Regulations, 2015, The Register of the Members and share Transfer Books of the company will be closed from September 22, 2017 to September 29, 2017 (Both days inclusive) for the purpose of AGM.

Further, e voting facility has been available to all the members of the company. The details of e-voting are as follow:

- |  |   |
|--|---|
| a) Date and time of commencement of e-voting   | Tuesday, September 26, 2017 at 9:00 p.m.  |
| b) Date and time of end of e-voting  | Thursday, September 28, 2017 at 5:00 p.m. |
| c) Cut-off date for determining the eligibility to Vote by electronics or in the AGM | Friday, September 22, 2017                |

Please take the above intimation in your records and kindly acknowledge receipts.

Thanking you,

**Yours faithfully**

For **SEVEN HILL INDUSTRIES LIMITED**



**MANOJKUMAR SHAH**  
**DIRECTOR**  
**DIN- 07184656**



**NOTICE OF 27<sup>th</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the **27<sup>th</sup> ANNUAL GENERAL MEETING** of the Members of **SEVEN HILL INDUSTRIES LIMITED** will be held at the registered office of the Company situated at **GALA NO. 23, PAREKH MARKET, M.G. ROAD, GHATKOPAR (EAST), MUMBAI City MH 400077 IN on Friday, 29<sup>th</sup> day of September, 2017 at 2:00 P. M.** to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon.
2. To Re appoint Auditor and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** subject to the provisions of Sections 139, 142 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and Companies (Audit and Auditors) Rules 2014, ( including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. RISHI SEKHRI AND ASSOCIATES, CHARTERED ACCOUNTANTS, Mumbai (Firm Reg. No. 128216W) retiring statutory auditor be and are hereby re appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to next subsequent Annual General Meeting and at such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee."

**SPECIAL BUSINESS:**

3. To regularise appointment of Mr. MANOJKUMAR KANTILAL SHAH, Additional Director as Independent Director of the Company:

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under read with Schedule IV to the Act and as per Regulation 16 and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. MANOJKUMAR KANTILAL SHAH (DIN: 07184656), who had been appointed as an Additional Independent Director of the Company by the Board of Directors with effect from March, 08<sup>th</sup>, 2017 and who holds office upto the date of this Annual General Meeting ('AGM') be and is hereby regularised as Independent Director of the Company to hold office for a term of five years calculated with effect from 08<sup>th</sup> March, 2017, not liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Director of the Company, be and is hereby authorised to do all the acts, deeds and things including filing of e-forms with Registrar of Companies, Mumbai to give effect to the above said resolution."

4. To regularise appointment of Mr. JITENDRA CHAMPAKLAL SANGHVI, Additional Director as Independent Director of the Company:

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under read with Schedule IV to the Act and as per Regulation 16 and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. JITENDRA CHAMPAKLAL SANGHVI (DIN: 03551311), who had been appointed as an Additional Independent Director of the Company by the Board of Directors with effect from March, 08<sup>th</sup>, 2017 and who holds office upto the date of this Annual General Meeting ('AGM') be and is hereby regularised as Independent Director of the Company to hold office for a term of five years calculated with effect from 08<sup>th</sup> March, 2017, not liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Director of the Company, be and is hereby authorised to do all the acts, deeds and things including filing of e-forms with Registrar of Companies, Mumbai to give effect to the above said resolution."

5. To regularise appointment of Mrs.KRUPA SANDEEP SHAH, Additional Director as Women Director of the Company:

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act and as per Regulation 16 and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mrs.KRUPA SANDEEP SHAH (DIN: 06975078), an Executive Women Director of the Company, who had been appointed as an Additional Director by the Board of Directors with effect from March, 08<sup>th</sup>, 2017 and who holds office upto the date of this Annual General Meeting ('AGM') be and is hereby regularised as Women Director of the Company.

**RESOLVED FURTHER THAT** any of the Director of the Company, be and is hereby authorised to do all the acts, deeds and things including filing of e-forms with Registrar of Companies, Mumbai to give effect to the above said resolution.”

**By Order of the Board  
For SEVEN HILL INDUSTRIES LIMITED**

**PLACE: MUMBAI  
DATE: 06.09.2017**

**Sd/-  
(MANOJ SHAH)  
CHAIRMAN  
DIN: 07184656**

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ONLY INSTEAD OF HIMSELF HERSELF AND A PROXY NEED NOT BE A MEMBER. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. Corporate members intending to send their authorized representatives to attend the Annual General Meeting (AGM) pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with their specimen signatures authorizing their representative(s) to attend and vote on their behalf at the AGM.
3. The Register of Members and Share Transfer Register of the Company will remain closed from 22<sup>nd</sup> September, 2017 to 29<sup>th</sup> September, 2017.
4. As a measure of economy, copies of the annual report will not be distributed at the AGM. Shareholders are, therefore, requested to bring their copies of the annual report at the meeting.
5. Members whose shareholding(s) are in electronic mode are requested to inform any changes relating to address, bank mandate and Electronic Clearing Services (ECS) details to their respective Depository Participants and in case of physical shares, to the Company's Registrar & Share Transfer Agent M/s. Satellite Corporate Services Pvt. Ltd by mail at service@satellitecorporate.com together with a valid proof of address.
6. For the convenience of shareholders, attendance slip is annexed to the proxy form. Shareholders are requested to affix their signatures at the space provided and hand over the attendance slip at the entrance of the place of meeting. Proxy / Representative of a shareholder should mark on the attendance slip as “Proxy” or “Representative” as the case may be. Shareholders are also requested not to bring with them any person who is not a shareholder.

7. Members are requested to send their queries to the Company, if any, on accounts and operations of the Company at least seven days before the meeting so that the same could be suitably answered at the meeting.
8. To facilitate easy and cheap transactions in its shares, the Company has de-materialised its shares. Majority of the shareholders have already availed of this facility and de-materialised their shareholdings. Shareholders who have not yet de-materialised their shareholdings are requested to avail of this facility and de-materialise their shareholdings at the earliest.
9. In line with measures of Green Initiative taken by the Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively) and Companies Act, 2013 also provides for sending notice of the meeting and other shareholder correspondences through electronic mode. Members holding shares in physical mode are requested to register their e-mail ID's with M/s. Satellite Corporate Services Pvt. Ltd by mail at service@satellitecorporate.com and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs).
10. Route map for the venue of the Annual General Meeting is given separately along with attendance slip.
11. The information or details required as per Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Director seeking appointment/ re-appointment at the ensuing Annual General Meeting is as under:

Name of Director	MANOJKUMAR KANTILAL SHAH	JITENDRA CHAMPAKLAL SANGHVI	KRUPA SANDEEP SHAH
DIN	07184656	03551311	06975078
Date of Birth	30/07/1965	11/12/1980	10/10/1982
Date of Appointment	25/10/2016	25/10/2016	03/02/2017
Shareholding in the Company	-	-	-
List of outside Directorships held(Public Limited Companies)	-	-	-
Chairman/ Member of the Committee of the Board of Directors of the Company	Chairperson	Member	Member
Chairman/ Member of the Committee of Directors of other Public Limited Companies in which he/ she is a Director a) Audit Committee b) Stakeholders' Relationship Committee	-	-	-

## SHAREHOLDER INSTRUCTIONS FOR E-VOTING

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to physical voting to all the Members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically. E-voting is optional for the Members.

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

- (i) The voting period begins on 26.09.2017 AT 09.00 A.M. and ends on 28.09.2017 AT 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <**SEVEN HILL INDUSTRIES LIMITED**> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) ***Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.***
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). Corporate members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the meeting.

The Company has appointed CA Nikunj Unadkat, Practicing Chartered Accountant as the Scrutinizer for purpose of E voting to count the votes casted in favor or against the resolution proposed for all the items of the Notice as mentioned in the Notice and to comply with the provisions of Section 108 of the Companies Act, 2013.

The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

**By Order of the Board  
For SEVEN HILL INDUSTRIES LIMITED**

**PLACE: MUMBAI  
DATE: 06.09.2017**

**Sd/-  
(MANOJ SHAH)  
CHAIRMAN  
DIN: 07184656**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE ANNUAL GENERAL MEETING****Item no. 4**

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, appointed **Mr. MANOJKUMAR KANTILAL SHAH** as an Additional Director (Independent) with effect from March 08<sup>th</sup>, 2017, subject to consent by the members of the company at the ensuing Annual General Meeting ("AGM").

As an Additional Director, **Mr. MANOJKUMAR KANTILAL SHAH** holds office till the date of AGM and is eligible for being appointed as an Independent Director.

**Mr. MANOJKUMAR KANTILAL SHAH** has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act.

He has worked with many leading Companies/entities His expertise will immensely help the Company in its future growth.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, directly or indirectly concerned or interested, financially or otherwise, in the proposed resolution.

Your Directors recommend the resolution at Item No. 4 of the accompanying Notice for approval of the members of the Company by way of Ordinary Resolution.

**Item no. 5**

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, appointed **Mr. JITENDRA CHAMPAKLAL SANGHVI** as an Additional Director (Independent) with effect from March 08<sup>th</sup>, 2017, subject to consent by the members of the company at the ensuing Annual General Meeting ("AGM").

As an Additional Director, **Mr. JITENDRA CHAMPAKLAL SANGHVI** holds office till the date of AGM and is eligible for being appointed as an Independent Director.

**Mr. JITENDRA CHAMPAKLAL SANGHVI** has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act.

He has been previously associated with Companies/entities like He has worked with many leading Companies/entities. He has a vast and diverse experience.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, directly or indirectly concerned or interested, financially or otherwise, in the proposed resolution.

Your Directors recommend the resolution at Item No. 5 of the accompanying Notice for approval of the members of the Company by way of Ordinary Resolution.

**Item no. 6**

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, appointed **Mrs. KRUPA SANDEEP SHAH**, an Executive Women Director as an Additional Director with effect from March 08<sup>th</sup>, 2017, subject to consent by the members of the company at the ensuing Annual General Meeting ("AGM").

As an Additional Director, **Mrs. KRUPA SANDEEP SHAH** holds office till the date of AGM and is eligible for being appointed as an Women Director as per the provisions of section 149 of the Companies Act, 2013 and Rule 3 of The Companies (Appointment and Qualification of directors) Rules, 2014.

**Mrs. KRUPA SANDEEP SHAH** has a rich experience of 10 years and worked with many leading Companies/entities in the past. Her expertise will greatly benefit the Company to emerge as one of the leading player in the industry.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, directly or indirectly concerned or interested, financially or otherwise, in the proposed resolution.

Your Directors recommend the resolution at Item No. 6 of the accompanying Notice for approval of the members of the Company by way of Ordinary Resolution.

**By Order of the Board  
For SEVEN HILL INDUSTRIES LIMITED**

**PLACE: MUMBAI  
DATE: 06.09.2017**

**Sd/-  
(MANOJ SHAH)  
CHAIRMAN  
DIN: 07184656**

**Route Map to the Venue:**

