

NOTICE TO THE MEMBERS

NOTICE is hereby given that 07th Annual General Meeting of the Members of SYSCO INDUSTRIES LIMITED will be held on Monday, 26th September, 2016 at 02:00 P.M. at Maharaja Agrasen Bhavan, Vardhman Mahaveer Marg, City Light Town, Athwa, Surat-395007 Gujarat to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended on 31st March, 2016, Balance Sheet as on that date, Directors' Report and the Auditors' Report thereon,
2. To Reappoint Mr. Sidharth Bharatbhusan Jain who retires by the rotation at this Annual General Meeting and being eligible offers himself for re-appointment
3. To ratify the appointment of the Statutory Auditors M/s. Adukia & Company, Chartered Accountants, Surat, for the Company and in this connection, to pass, with or without modification(s), the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made there under, and such other applicable provisions, the appointment of M/s Adukia & Company, Surat (ICAI Registration No. 125096W), Chartered Accountants, be and are hereby ratified to be Statutory Auditor by the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Next Annual General Meeting, on such remuneration as may be agreed upon between the Auditors and the Board of Directors."

SPECIAL BUSINESS:

4. **To appoint Mr. Kamlesh Balwantrai Vyas (DIN- 00218694) as an Independent Director and in this regard to consider and if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to section 149(1) & 149(6) and Schedule IV of the Companies Act, 2013 refer to Companies (Directors Appointment & Qualification) Rules, 2014, Mr. KamleshBalwantraiVyas (Holding a valid Director Identification Number: 00218694), who was appointed as an Additional Director in the Company, w.e.f 15-01-2016, and whose term of office expires at this Annual General Meeting is not disqualified for being appointed as an Independent Director of the company in term of the section 164 of the Companies Act, 2013 or any other applicable provisions and had given his consent to for appointment as an Independent Director be and is hereby appointed as Independent Director of the company with effect from 30th September, 2016 for the period of 5 years up to 31st March 2021."

"RESOLVED FURTHER that as per the provision of section 149(6) of the Companies Act, 2013 Mr. KamleshBalwantraiVyas is appointed for the period of 5 years, as an Independent Director of the Company is not eligible for Retire by rotation.

"RESOLVED FURTHER THAT Mr. Bharatbhusan Jain, Director of the Company (DIN: 06908960) be and is hereby authorized, empowered, instructed and directed to digitally sign all the necessary forms and documents to be filed with the office of the Registrar of Companies and also to do all such other acts, things, deeds, matters as may be required or necessary for the purpose of giving effect to above resolution. "

5. **To appoint Mr. Balkishan Ramsnehi Agarwal(DIN- 07403295) as an Independent Director and in this regard to consider and if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to section 149(1) & 149(6) and Schedule IV of the Companies Act, 2013 refer to Companies (Directors Appointment & Qualification) Rules, 2014, Mr. BalkishanRamsnehiAgarwal (Holding a valid Director Identification Number: 07403295), who was appointed as an Additional Director in the Company, w.e.f

15-01-2016, and whose term of office expires at this Annual General Meeting is not disqualified for being appointed as an Independent Director of the company in term of the section 164 of the Companies Act, 2013 or any other applicable provisions and had given his consent to for appointment as an Independent Director be and is hereby appointed as Independent Director of the company with effect from 30th September, 2016 for the period of 5 years up 31st March 2021.”

“**RESOLVED FURTHER** that as per the provision of section 149(6) of the Companies Act, 2013 Mr. Balkishan Ramsnehi Agarwal is appointed for the period of 5 years, as an Independent Director of the Company is not eligible for Retire by rotation.

“**RESOLVED FURTHER THAT** Mr. Bharatbhushan Jain, Director of the Company (DIN: 06908960) be and is hereby authorized, empowered, instructed and directed to digitally sign all the necessary forms and documents to be filed with the office of the Registrar of Companies and also to do all such other acts, things, deeds, matters as may be required or necessary for the purpose of giving effect to above resolution. “

6. To appoint Ms. Reena Bajaj(DIN- 07403771) as an Independent Woman Director and in this regard to consider and if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to section 149(1) & 149(6) and Schedule IV of the Companies Act, 2013 refer to Companies (Directors Appointment & Qualification) Rules, 2014, Ms. Reena Bajaj (Holding a valid Director Identification Number: 07403771), who was appointed as an Additional Woman Director in the Company, w.e.f 15-01-2016, and whose term of office expires at this Annual General Meeting is not disqualified for being appointed as an Independent Director of the company in term of the section 164 of the Companies Act, 2013 or any other applicable provisions and had given his consent to for appointment as an Independent Director be and is hereby appointed as Independent Director of the company with effect from 30th September, 2016 for the period of 5 years upto 31st March 2021.”

“**RESOLVED FURTHER** that as per the provision of section 149(6) of the Companies Act, 2013 Ms. Reena Bajaj is appointed for the period of 5 years, as an Independent Director of the Company is not eligible for Retire by rotation.

“**RESOLVED FURTHER THAT** Mr. Bharatbhushan Jain, Director of the Company (DIN: 06908960) be and is hereby authorized, empowered, instructed and directed to digitally sign all the necessary forms and documents to be filed with the office of the Registrar of Companies and also to do all such other acts, things, deeds, matters as may be required or necessary for the purpose of giving effect to above resolution. “

DATE: 13th August, 2016
PLACE: SURAT

By Order of the Board of Directors
SYSCO INDUSTRIES LIMITED

SD/-
(BHARATBHUSHAN JAIN)
CHAIRMAN & WHOLE TIME DIRECTOR
(DIN: 06908960)

NOTES

1. The Company got listed with BSE on SME platform on 13th April 2016.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/herself and proxy need not be a member. The proxies to be effective should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Listing Regulation (Including any Statutory Modification or re-enactment thereof for the time being in force), the Company is not providing e-Voting facility as per Provisions of Companies Act, 2013 SME listed Company is not Mandatory to provide E-voting Facility.
4. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
5. Pursuant to SEBI (LODR) Regulations, 2015, details of directors seeking appointment/reappointment at the Meeting are given in detail, is annexed hereto.
6. A statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.
7. Shareholders are requested to bring their copy of Annual Report to the meeting.
8. Members/Proxies should fill Attendance Slip for attending the meeting.
9. The Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday the 20th September, 2016 to Monday the 26th September, 2016 (both days inclusive)**.
10. Members seeking any information or clarification on Accounts are requested to send written queries to the Company, at least one week before the date of the meeting. Replies will be provided in respect of such written queries received only at the meeting.
11. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the administrative office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Share registrars and Transfer Agents.
13. Members holding shares in physical form and who have not registered their email IDs are requested to register their email IDs with the Company's Share Registrars and Transfer Agents.
14. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2016 is uploaded on the Company's website www.syscogroup.in and may be accessed by the members and also on the website of the Bombay Stock Exchange Ltd. www.bseindia.com.
15. Electronic copy of the Annual Report for 2014-15 is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, a physical copy of the Annual Report for 2015 -16 is being sent in the permitted mode.

NOTE: E-voting Facility shall not apply to companies referred to in Chapter XB or Chapter XC of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "ICDR regulations") along with companies with less than 1000 members. Chapter XB of the ICDR regulations deals with the issue of specified securities by small and medium enterprises and Chapter XC of the ICDR regulations relates to listing on the exchange made possible without bringing an initial public offer by small-and-medium enterprises ("SMEs").

DATE: 13th August, 2016
PLACE: SURAT

BY ORDER OF THE BOARD OF DIRECTORS
SYSCO INDUSTRIES LIMITED

SD/-
(BHARATBHUSHAN JAIN)
CHAIRMAN & WHOLE TIME DIRECTOR
(DIN: 06908960)

ANNEXURE TO NOTICE
STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4,5, 6

Mr. Kamlesh Balwantrai Vyas(DIN- 00218694), Mr.Balkishan Ramsnehi Agarwal (DIN-07403295) and Ms. Reena Bajaj (DIN-07403771) were appointed as Additional (Independent) Directors of the Company w.e.f. 15/01/2016. In terms of Section 161 of the Companies Act 2013, they hold office up to the date of this AGM but are eligible for the appointment as Director. They have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act.

As per the current provisions of company law and Regulation 25 of the SEBI (LODR),2015 , independent directors are permitted to be appointed for a consecutive period of 5 years without being liable to retire by rotation.

It is proposed to appoint Mr. Kamlesh Balwantrai Vyas as independent director under section 149 of the Act and Regulation 25 of the Listing Regulations to hold office for 5 (Five) consecutive years for a term up to the conclusion of 12th Annual General Meeting of the company in the calendar year 2021.

It is proposed to appoint Mr. Balkishan Ramsnehi Agarwal as independent director under section 149 of the Act and Regulation 25 of the Listing Regulations to hold office for 5 (Five) consecutive years for a term up to the conclusion of 12th Annual General Meeting of the company in the calendar year 2021.

It is proposed to appoint Ms. Reena Bajaj as independent woman director under section 149 of the Act and Regulation 25 of the Listing Regulations to hold office for 5 (Five) consecutive years for a term up to the conclusion of 12th Annual General Meeting of the company in the calendar year 2021.

The company has received notices in writing from members proposing the candidature of each of Mr. Kamlesh Balwantrai Vyas, Mr. Balkishan Ramsnehi Agarwal and Ms.Reena Bajaj for the office of Directors of the Company.

The company has also received declarations from Mr. Kamlesh Balwantrai Vyas, Mr. Balkishan Ramsnehi Agarwal and Ms.Reena Bajaj that they meet with the criteria of independence as prescribed under sub section (6) of section 149 of the Companies Act.

In the opinion of the Board, Mr. KamleshBalwantraiVyas, Mr. BalkishanRamsnehiAgarwal and Ms.Reena Bajaj fulfil the conditions for appointment as independent directors as specified in the Act and the Listing Regulations.

Brief resume of Mr. Kamlesh Balwantrai Vyas, Mr. Balkishan RamsnehiAgarwal and Ms.Reena Bajaj nature of their expertise in specific functional areas and names of Companies in which they hold directorships and memberships / chairmanships of Board committees, shareholding as stipulated under clause 49 of the Listing Agreement with the stock exchanges, are provided herein below:

BY ORDER OF THE BOARD OF DIRECTORS

DATE: SYSCO INDUSTRIES LIMITED
PLACE: SURAT

SD/-
(BHARATBHUSHAN JAIN)
WHOLE TIME DIRECTOR
(DIN: 06908960)

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT IN THE 07TH ANNUAL GENERAL MEETING OF THE COMPANY PURSUANT TO REGULATION 17 OF THE LISTING REGULATION

Name of Director	KAMLESH BALVANTRAI VYAS	BALKISHAN RAMSNEHI AGARWAL	REENA BAJAJ
Director Identification Number	00218694	07403295	07403771
Date of Birth	27/05/1960	25/01/1980	20/06/1976
Date of Appointment	15/01/2016	15/01/2016	15/01/2016
Relationship with other Directors Inter se	NO	NO	NO
Profile & Expertise in Specific functional Areas	25 years' experience in the field of Corporate Secretarial, Finance, Accounts, MIS, Audit etc	5 years' experience in the field of finance , audit & risk advisory	15 years' experience in the field of Secretarial Compliances
Qualification	Company Secretary & LLB	Chartered Accountant	Company Secretary & M.Com
No. of Equity Shares held in the Company	NIL	NIL	NIL
List of other Companies in which Directorships are held	4	NIL	NIL
List of committees of Board of Directors (across all other Companies) in which Chairmanship/Membership is held	SYSCO - 3	SYSCO – 2	SYSCO – 2