

**NOTICE**

NOTICE is hereby given that the 30th Annual General Meeting of SUMEET INDUSTRIES LIMITED will be held at Maheshwari Bhavan, First Floor, City Light, Surat on Saturday, 29th Day of September, 2018 at 10:00 A.M. to transact the following businesses:

**ORDINARY BUSINESS :**

1. To receive, consider and adopt ;
  - i) the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 together with the reports of Board of Directors and the Auditors thereon.
  - ii) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 together with the report of the Auditors thereon.
2. To appoint a Director in place of Mr. Sumeet Kumar Somani (DIN No.00318156), who retires by rotation and being eligible, offer himself for re-appointment.
3. **APPOINTMENT OF AUDITORS**

To pass the following resolution as an **Ordinary Resolution**:-

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) and the Rules framed there under, as amended from time to time, the Company do hereby approve the appointment of M/s. Pamita Doshi & Co. Chartered Accountants (ICAI Registration No.141976W), as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting (“**AGM**”) till the conclusion of the 31<sup>st</sup> AGM of the Company to be held in the year 2019 to examine and audit the accounts of the Company for the Financial Year 2018-19 at such remuneration plus tax, out-of-pocket expenses etc., as may be mutually agreed between the Board of Directors and the Auditors.”

**SPECIAL BUSINESS :****4. RATIFICATION OF APPOINTMENT OF COST AUDITOR**

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 40,000/- (Rupees Forty Thousand only) be paid to M/s. V.M. PATEL & ASSOCIATES, (Firm Registration No. 101519), the Cost Auditors, appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2019, be and is hereby ratified.”

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

**5. RAISING OF FUNDS**

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

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder including any amendments thereto, statutory modification(s) and/or re-enactment thereof, for the time being in force (collectively, the “Companies Act”), in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended to the extent applicable, and the listing agreements entered into with the stock exchange(s) where the equity shares of the Company of face value Rs. 10/- (“Equity Shares”) are listed, and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the “SEBI ICDR Regulations”), the provisions of the Foreign Exchange Management Act, 1999, (“FEMA”) and rules and regulations framed there under as amended from time to time and subject to other applicable rules, regulations and guidelines issued by the Securities and Exchange Board of India (“SEBI”), the Reserve

Bank of India ("RBI"), the Government of India ("Gol"), the BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges") and / or any other competent governmental or regulatory authorities from time to time to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary from SEBI, Stock Exchanges, RBI, Gol and any other governmental or regulatory authorities as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and/ or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee(s) thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), consent of the members be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted), such number of Equity Shares, or other permissible securities convertible into, or exchangeable for, Equity Shares or non-convertible debentures simultaneously with warrants, with a right exercisable by the warrant holder to exchange the said warrants for Equity Shares at a later date (as permitted under the SEBI ICDR Regulations) (all of which are hereinafter collectively referred to as "Securities") or any combination of such Securities by way of a qualified institutions placement ("QIP"), in one or more tranches, to any eligible qualified institutional buyers ("QIBs"), as defined under the SEBI ICDR Regulations, whether they be holders of Equity Shares or not, as may be decided by the Board (including a committee thereof) in its discretion and permitted under applicable laws and regulations, for an aggregate amount not exceeding Rs. 80.00 Crores (Rupees Eighty Crores) or equivalent thereof, inclusive of such premium as may be fixed on such Securities by offering the Securities at such price or prices, at a discount or premium to market price or prices permitted under applicable laws, as may be deemed appropriate, in the sole discretion of the Board in such manner and on terms and conditions, and at a price not less than the price calculated as per the applicable pricing formula and as may be permitted by the relevant regulatory/ statutory authority, together with any amendments and modifications thereto in consultation with any merchant banker(s) or other advisor(s) appointed and / or to be appointed by the Company but without requiring any further approval or consent from the shareholders."

**"RESOLVED FURTHER THAT** in pursuance of the aforesaid resolutions:

- (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company, the Companies Act and applicable law; and
- (b) the Equity Shares that may be issued by the Company, whether upon conversion or otherwise, shall rank pari passu with the existing Equity Shares of the Company in all respects".

**"RESOLVED FURTHER THAT** the allotment of the Securities to be made by way of the QIP, in terms of the SEBI ICDR Regulations, shall be completed within twelve months from the date of this shareholders' resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time."

**"RESOLVED FURTHER THAT** any issue of Securities by way of a QIP shall be at a price which is not less than the price determined in accordance with the pricing formula provided under the SEBI ICDR Regulations (the "QIP Floor Price"). The Company may, however, in accordance with applicable law, at the sole discretion of the Board, including a duly constituted committee thereof, also offer a discount to the QIP Floor Price at such percentage as may be permitted under applicable law on the QIP Floor Price."

**"RESOLVED FURTHER THAT** the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, if required."

**"RESOLVED FURTHER THAT**, subject to applicable law, in the event that Equity Shares are issued to QIBs by way of the QIP in terms of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board or a committee thereof decides to open the QIP of Equity Shares. In the event the QIP entails an issuance of Securities other than Equity Shares, the relevant date for the purpose of pricing shall be either the date of the meeting in which the Board or a committee thereof decides to open the QIP or the date on which the holders of Securities other than Equity Shares become eligible to apply for Equity Shares, as may be determined by the Board or a committee thereof."

“**RESOLVED FURTHER THAT** the Board or a committee thereof, be and is hereby authorised to appoint lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, debenture trustees and all such agencies as are or may be required to be appointed, involved or concerned in the QIP and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee of directors or any director(s) of the Company in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the QIP and settle any questions or difficulties that may arise in this regard to the QIP.

**Registered Office:**

504, Trividh Chambers  
Opp. Fire Station,  
Ring Road, Surat - 395 002

**By order of the Board Directors**

**Sd/-  
Shankarlal Somani  
Chairman**

Place :Surat

Date : 13.08.2018

**NOTES :**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THE PROXY NEED NOT BE A MEMBER.**
2. Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/ authority, as applicable.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
4. Members are requested to bring their copies of the Annual Report to the meeting. The Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the meeting.
5. Members intending to require information about Accounts to be explained in the Meeting are requested to inform the Company at least 2 days in advance of the Annual General Meeting.
6. The members, holding shares in physical form, are requested to intimate any change in their addresses or bank details to the Company or its Registrar and Transfer Agent (RTA) viz M/s. Bigshare Services Pvt. Ltd Those holding shares in dematerialized form may intimate any change in their addresses or bank details/ mandates to their Depository Participants (DP) immediately.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 22nd day September, 2018 to Saturday, 29th September, 2018 ( both days inclusive ).
8. Documents referred to in the Notice and the Explanatory Statement attached hereto are available for inspection by the shareholders at the Registered Office of the Company during business hours on any working day up to and including the date of the Annual General Meeting of the Company.
9. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2018 is uploaded on the Company's website [www.sumeetindustries.com](http://www.sumeetindustries.com) and may be accessed by the members.
10. Electronic copy of the Annual Report for 2017-18 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 hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2017-18 is being sent in the permitted mode.
11. Company's environment friendly agenda and to participate in MCA's Green Initiative, members are requested to register/update their e-mail address with their Depository Participants. Members who are holding shares in physical form are requested to send their E-mail address at [investor@bigshareonline.com](mailto:investor@bigshareonline.com) for updation.
12. Non-Resident Indian members are requested to inform the company's Registrar and Transfer Agents (M/s. Bigshare Services Pvt. Ltd.), immediately of :
  - a) Change in their Residential status on return to India for permanent settlement.
  - b) Particulars of their Bank Account maintained in India with complete name of the Bank, branch address, account type and account number with MICR code, if not furnished earlier.
13. 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 the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar.
14. Voting through electronic means : In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members, facility to exercise their right to vote at the 30<sup>th</sup> Annual General Meeting (AGM) by electronic means, as an alternative to vote physically at the AGM, and the business may be transacted through e-voting Services provided by Central Depository Services (India) Limited (CDSL). It may be noted that this e-voting facility is optional.
15. The members who would have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

**The instructions for shareholders voting electronically are as under:-**

- (i) The voting period begins on Wednesday, 26th September, 2018 at 9:00 AM IST and ends on Friday, 28th September, 2018 at 5:00 PM IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date 22/09/2018 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:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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.</li> </ul>
Dividend Bank Details OR 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. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (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 "Sumeet 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 use Mobile app-“m-Voting” for e-voting. m-Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m-Voting using their e-voting credentials to vote for the company resolution(s).

(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 Corporate.
- 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, 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.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

17. The voting period begins on Wednesday, 26th September, 2018 at 9:00 AM IST and ends on Friday, 28th September, 2018 at 5:00 PM IST. During this period, shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date 22/09/2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
18. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the Cut-off date 22/09/2018.
19. Mr. Dhiren R. Dave, Practicing Company Secretary (Membership no. FCS 4889) has been appointed as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
20. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
21. The results declared along with the Scrutinizers’ Report shall be placed on the Company’s website [www.sumeetindustries.com](http://www.sumeetindustries.com) within three days of the passing of the resolutions at the Annual General Meeting of the Company will be held on Saturday, 29th day of September, 2018 and communicated to the BSE Ltd. and National Stock Exchange of India Ltd within the prescribed period.

**Details of directors seeking re-appointment / appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 & Secretarial Standard 2]**

Name of Director	Mr. Sumeet Shankarlal Somani
Date of Birth	11/11/1980
Date of Appointment	01/06/2004
Expertise in specific functional areas	Project Management and Business Development
Qualifications	M.Com, PGDBM
Shareholding in the Company as on 13th August, 2018	1965070

List of other companies in which Directorship held	1.Somani Overseas Pvt. Ltd. 2.Sitaram Prints Pvt. Ltd. 3. Sumicot Limited 4. Varsha Dyeing And Printing Mills Pvt Ltd. 5. Inherent Computers Private Limited. 6.Sumeet Global Pte. Ltd. 7.Sumeet Menthol Pvt. Ltd. 8.Vareli Vankheda Infrastructure Pvt. Ltd.
List of other entities in which the person also hold membership of committee of the Board	Nil
Relationships between Directors inter-se	Son of Mr. S hankarlal Somani, Chairman and Gangadevi Somani, Director of the Company

**EXPLANATORY STATEMENTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****ITEM NO. : 04**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. V.M. PATEL & ASSOCIATES, Cost Auditor (Firm Registration No. 101519), as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2019.

The remuneration of the Cost Auditors was fixed by the Board of Directors as Rs. 40000/- (Rupees Forty thousand only) upon the recommendation of the Audit Committee. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the company.

Accordingly, approval of the members is sought for the resolution as set out in Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2019.

None of the Directors / Key Managerial Personnel of the Company / their relative are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

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

**ITEM NO. : 05**

This special resolution contained in the Notice relates to a resolution by the Company enabling the Board to create, issue, offer and allot Securities, as defined in the resolution by way of a qualified institutions placement in accordance with Chapter VIII of the SEBI ICDR Regulations, in one or more tranches, at such price and on such terms and conditions as may be deemed appropriate by the Board (which term shall be deemed to include any committee thereof which the Board may have constituted) at its absolute discretion including the discretion to determine the categories of investors to whom the issue, offer, and allotment of Securities shall be made considering the prevalent market conditions and other relevant factors and wherever necessary, in consultation with lead manager(s) and other agencies that may be appointed by the Board for the purpose of the QIP (as defined herein below).

This special resolution enables the Board to issue Securities for an aggregate amount not exceeding Rs. 80.00 Crores (Rupees Eighty Crores). This special resolution is an enabling resolution and therefore the proposal seeks to confer upon the Board (including a committee thereof) the absolute discretion to determine the terms of the QIP, including the exact price, proportion and timing of such issuance, based on an analysis of the specific requirements. The detailed terms and conditions of such issuance will be determined by the Board or a committee thereof, in consultation with the advisors, lead managers and such other authorities as may be required, considering prevailing market conditions, practices and in accordance with the applicable provisions of law.

The Board shall issue Securities pursuant to this special resolution and the allotment of such Securities, in terms of the SEBI ICDR Regulations, shall be completed within twelve months from the date of this shareholders' resolution or such other time as may be permitted under the SEBI ICDR Regulations from time to time. The proceeds of the QIP shall be utilised for business purposes, including but not limited to meet capital expenditure and enhanced working capital requirements of the Company, repayment of debt, exploring acquisition opportunities and general corporate purposes. This special resolution seeks to empower the Board to issue Securities by way of a qualified institutions placement ("QIP") in one or more tranches, to any eligible Qualified Institutional Buyers ("QIBs") as defined under the SEBI ICDR Regulations in accordance with Chapter VIII of the SEBI ICDR Regulations.

The pricing of the Securities that may be issued to QIBs pursuant to the SEBI ICDR Regulations shall be freely determined subject to such price not being less than the floor price calculated in accordance with the SEBI ICDR Regulations. Further, the Board including a duly constituted committee thereof, may, at its sole discretion, also offer a discount to the floor price at such percentage, as permitted under applicable law. Subject to applicable law, in the event that Equity Shares are issued to QIBs by way of the QIP in terms of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board or a committee thereof decides to open the QIP of Equity Shares. In the event the QIP entails an issuance of Securities other than Equity Shares, the relevant date for the purpose of pricing shall be either the date of the meeting in which the Board or a committee thereof decides to open the QIP or the date on which the holders of Securities other than Equity Shares become eligible to apply for Equity Shares, as may be determined by the Board or a committee thereof.

As the Issue may result in the issue of Equity Shares of the Company to investors who may or may not be members of the Company, consent of the members is being sought pursuant to the applicable provisions of the Companies Act, 2013, the SEBI ICDR Regulations and any other law for the time being in force and being applicable.

All the documents referred in the Notice are available for inspection at the Registered Office of the Company.

The Board believes that the QIP is in the interest of the Company and, therefore, recommends the resolution of the accompanying Notice for your approval. The Directors or key managerial personnel of the Company or their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of Equity Shares that may be subscribed by the companies /institutions in which they are Directors or members.

**Registered Office:**

504, Trividh Chambers  
Opp. Fire Station,  
Ring Road, Surat - 395 002

**By order of the Board Directors**

Sd/-  
**Shankarlal Somani**  
Chairman

Place :Surat

Date : 13.08.2018