Sumeet
INDUSTRIES LIMITED

NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting (EGM) of SUMEET INDUSTRIES LIMITED will be held at its Registered office situated at 504, 5th Floor, Trividh Chamber, Opp. Fire Station, Ring Road, Surat-395002 on Friday 10th day of November, 2017 at 10:00 A.M. to transact the following businesses:

SPECIAL BUSINESS:

01. APPOINTMENT OF STATUTORY AUDITORS TO FILL THE VACANCY:

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

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. S.R. Somani & Co., Chartered Accountants (ICAI Registration no. 110367W), Surat be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Pradeep Singhi & Associates, Chartered Accountants (ICAI Registration No.108029W)."

"**RESOLVED FURTHER THAT** M/s. S.R. Somani & Co., Chartered Accountants (ICAI Registration no. 110367W), Surat, be and are hereby appointed as Statutory Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2018 on such remuneration as may be fixed by the Board of Directors in consultation with them."

Registered Office:
504, Trividh Chambers
Opp. Fire Station,
Ring Road, Surat-395002

By order of the Board Directors
Sd/-
Shankarlal Somani
(DIN: 00165238)
Chairman

Place:Surat
Date: 17/10/2017

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 copy of notice of the EGM. The Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the meeting.

5. Corporate Members intending to send their authorised 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 relevant Board Resolution together with their respective specimen signatures authorising their representative(s) to attend and vote on their behalf at the Meeting.

6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company

7. 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 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.

8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

9. The Notice of Extra Ordinary General Meeting and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s) unless a member

has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.

10. 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 the date of the Extra Ordinary General Meeting of the Company.

11. The Notice of the Extra Ordinary General Meeting is uploaded on the Company's website www.sumeetindustries.com and may be accessed by the members.

12. The Board of directors has appointed Mr. Dhiren R. Dave, Practicing Company Secretary (Membership No. FCS 4889)as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.

13. E-voting cut of date is 4th November, 2017, E-voting opens from 7th November, 2017 at 9:00 AM IST and ends on 9th November, 2017at 5:00 PM IST.

14. Non-Resident Indian members are requested to inform the company's Registrar and Transfer Agents (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.

15. 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 Extra Ordinary General Meeting (EGM) by electronic means, as an alternative to vote physically at the EGM, 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.

16. 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:-

Pursuant to provisions of section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the Extra Ordinary General Meeting to be held on Friday, the 10th

November, 2017, at 10:00 A.M. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the e-voting facility.

These details and instructions form an integral part of the Notice for the Extra Ordinary General Meeting to be held on Friday, the 10th November, 2017.

(i) The voting period begins on 07.11.2017 at 9:00 A.M. IST and ends on 09.11.2017 at 05:00 P.M. IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 04.11.2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Log on to the e-voting website 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 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) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
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. • 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 reach directly 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) **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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. 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 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.
- 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 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.

(B) The voting period begins on 07.11.2017 at 9:00 A.M. IST and ends on 09.11.2017 at 05:00 P.M. IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 04.11.2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

17. The voting period begins on 07.11.2017 at 9:00 A.M. IST and ends on 09.11.2017 at 05:00 P.M. IST. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 04.11.2017 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 (record date) of 04.11.2017.

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 and on the website of CDSL within three days of the passing of the resolutions at the Extra Ordinary General Meeting of the Company held on Friday, the 10th November, 2017 and communicated to the BSE Ltd. and National Stock Exchange of India Ltd within the prescribed period.

Sumeet
INDUSTRIES LIMITED

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

ITEM NO. 1

M/s. Pradeep Singhi & Associates, Chartered Accountants (ICAI Registration No.108029W) have tendered their resignation from the position of Statutory Auditors due to ineligibility found in continuing to act as Statutory Auditor of Sumeet Industries Limited for the financial year 2017-18 being completion of 5 years with transitional period, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013 (''Act''). Casual vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company recommended that M/s. S.R. Somani & Co., Chartered Accountants (ICAI Registration no. 110367W), Surat be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Pradeep Singhi & Associates, Chartered Accountants.

M/s. S.R. Somani & Co., Chartered Accountants (ICAI Registration no. 110367W) have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Registered Office:
504, Trividh Chambers
Opp. Fire Station,
Ring Road, Surat-395002

By order of the Board Directors
Sd/-
Shankarlal Somani
(DIN: 0165238)
Chairman

Place: Surat
Date: 17/10/2017

SUMEET INDUSTRIES LIMITED

(CIN : L45200GJ1988PLC011049)

Registered office : 504, Trividh Chamber, 5th floor, Opp. Fire Brigade Station, Ring Road, Surat – 395 002
Email: corporate@ sumeetindustries.com website: www.sumeetindustries.com
Phone: 0261 2328902 Fax: 0261 2334189

ATTENDANCE SLIP

EXTRA ORDINARY GENERAL MEETING - 10/11/2017

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint shareholders may obtain additional slip at the venue of the meeting.

Folio No.	
DP ID	
CLIENT ID	
No. of Shares	

I/We hereby record my presence at the EXTRA ORDINARY GENERAL MEETING of the Company at 504, 5th Floor, Trividh Chamber, Opp. Fire Station, Ring Road, Surat-395002, on Friday, 10th November, 2017 at 10:00 A.M.

Name of the Shareholder		Signature of the Shareholder	

Shareholders who come to attend the meeting are requested to bring their copies of Notice with them.

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SUMEET INDUSTRIES LIMITED

(CIN : L45200GJ1988PLC011049)

Registered office : 504, Trividh Chamber, 5th floor, Opp. Fire Brigade Station, Ring Road, Surat – 395 002
Email: corporate@ sumeetindustries.com website: www.sumeetindustries.com
Phone: 0261 2328902 Fax: 0261 2334189

PROXY FORM

EXTRA ORDINARY GENERAL MEETING - 10/11/2017

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

I/We, being the member(s) of _____ shares of Sumeet Industries Limited, hereby appoint.

1) Name: _____ Address: _____
   Email id:_____ Signature: _____or failing him;
2) Name: _____ Address: _____
   Email id:_____ Signature: _____or failing him;
3) Name: _____ Address: _____
   Email id:_____ Signature: _____or failing him;

as my/our proxy to attend and vote for me/us at the Extra Ordinary General Meeting of the Company to be held on Friday, 10th November, 2017 at 10:00 A.M. or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	**For**	**Against**
Ordinary Business:		
1. Appointment of Statutory Auditors to fill the vacancy		

Signed this _____day of _____ 2017.

Signature of the Shareholder _____

Signature of Proxy Holder(s) _____

Affix Rs.1 Revenue Stamp

Notes :

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the Commencement of the meeting.
2. In the case of a body corporate, the proxy form should be signed by the authorised person duly enclosing thereto, a certified copy of the resolution of the Board under Section 113 of the Companies Act, 2013.
3. It is Optional to put a 'X' in the appropriate column against the Resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. A proxy need not be a member of the Company.