

Sumeet INDUSTRIES LIMITED

CIN: L45200GJ1988PLC011049

REGD.OFF.: 504, TRIVIDH CHAMBER, 5TH FLOOR, OPP. FIRE BRIGADE STATION, RING ROAD, SURAT-395002, INDIA
Phone (91-261) 2328902 · E-Mail: corporate@sumeetindustries.com · Visit us at: www.sumeetindustries.com

Date : 29/05/2023

To,
BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, FORT,
Mumbai - 400 001

To,
National Stock Exchange of India Ltd
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E),
Mumbai : 400 051

Scrip Code - 514211

Symbol - SUMEETINDS

Sub.: Annual Secretarial Compliance Report for the year ended 31st March, 2023

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular no.CIR/CFD/CMD1/27/2019 dated 8th February, 2019, please find enclosed herewith Annual Secretarial Compliance Report of the Company for the financial year ended on March 31, 2023, issued by Dhirren R. Dave & Co., Practicing Company Secretaries.

This is for your information and record please.

Thanking you.

For Sumeet Industries Limited

Anil Kumar Jain
Company Secretary

DHIRREN R. DAVE & CO.

Company Secretaries

B-103, International Commerce Center (ICC), Near Kadiwala School,
Ring Road, SURAT- 395002, Phone: 0261-2460903, 2475122, 9879104642,
Email:contact@drdcs.net

Annual Secretarial Compliance Report of Sumeet Industries Limited for the Financial Year Ended 31st March, 2023

To

The Members,

Sumeet Industries Limited

504, Trividh Chamber, 5th Floor,
Opp. Fire Brigade Station, Ring Road,
Surat-395002, Gujarat, India

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **M/s Sumeet Industries Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at 504, Trividh Chamber, 5th Floor, Opp. Fire Brigade Station, Ring Road, Surat-395002, Gujarat, India. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31.03.2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

We, M/s Dhirren R Dave & Co., Practicing Company Secretaries, have examined:

(a) all the documents and records made available to us and explanation provided by Sumeet Industries Limited ("the listed entity"),

(b) the filings/ submissions made by the listed entity to the stock exchanges,

Date : 26.05.2023



1

UDIN: A028554E000385845

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31 March, 2023 ("Review Period") in respect of compliance with the provisions of :

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under ; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

There are no events occurred during the year which attracts provisions of following regulations hence they are not applicable.

(a) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(b) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

(c) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021



Date : 26.05.2023

UDIN: A028554E000385845

(d) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

(e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

(f) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021

and circulars/guidelines issued thereunder.

And based on the above examination, We hereby report that, during the Review Period :

- Petition for initiation of Corporate Insolvency Resolution Process under Section 7 of the Insolvency and Bankruptcy Code 2016 filed against the Company by IDBI Bank Limited for default amount of outstanding loans admitted against the Company vide Hon. National Company Law Tribunal, Ahmedabad Bench vide order dated 20.12.2022 and Mr. Kuresh Hatim Khambati (having registration number IBBI/IPA-001/IP-P-01521/2018-19/12454) has been appointed as Interim Resolution Professional (IRP). Later on application filed by BOB, the lead Banker for replacement of IRP, Mr. Satyendra P. Khorania (Reg. No. IBBI/IPA-002/IP-N00002/2016-17/10002) has been appointed as a Resolution Professional ("RP") of the company vide Hon. NCLT order dated 15.02.2023.

I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under.

(b) The listed entity has taken the actions to comply with the observations made in previous reports as per Annexure-I.

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.

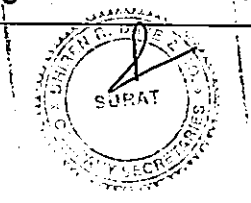


Date : 26.05.2023

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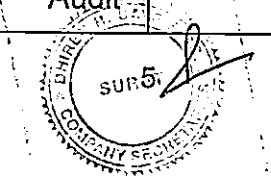
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| Sr. No. | Particular | Compliance Status (Yes/No/ NA) | Observations /Remarks by PCS* |
|---------|---|--------------------------------|-------------------------------|
| 1. | Compliance with the following conditions while appointing/re-appointing an auditor | | |
| | <p>i.If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii.If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii.If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p> | <p>NA</p> <p>NA</p> <p>NA</p> | <p>None</p> |
| 2. | Other conditions relating to resignation of statutory auditor | | |



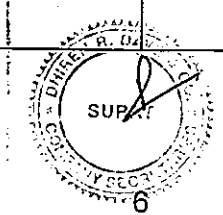
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| <p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit</p> | <p>NA</p> | <p>None</p> |
|---|-----------|-------------|

Date : 26.05.2023



UDIN: A028554E000385845

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| | <p>Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p> | | |
| 3. | The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019. | NA | None |



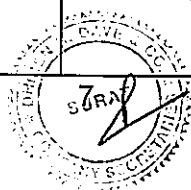
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III. We hereby report that, during the review period the compliance status of the listed entity is appended as below :

| Sr. No. | Particulars | Compliance status (Yes/ No/ NA) | Observations/ Remarks by PCS |
|---------|--|-----------------------------------|--|
| 1. | <p><u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p> | Yes upto 20.12.2022 thereafter NA | Due to initiation of CIRP against the company by an Order dated 20.12.2022 by the Hon. NCLT |
| 2 | <p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI. | Yes | The company has adopted the applicable policies in conformity with Regulations as much as practically possible due to initiation of CIRP against the company by an Order dated 20.12.2022 by the Hon. NCLT |
| 3 | <p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website | Yes | None |

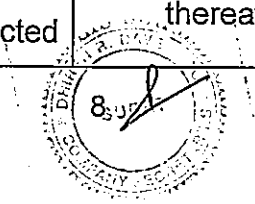
Date : 26.05.2023



UDIN: A028554E000385845

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| | <ul style="list-style-type: none"> • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website. | | |
| 4 | <p><u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.</p> | Yes upto 20.12.2022 thereafter NA | Due to initiation of CIRP against the company by an Order dated 20.12.2022 by the Hon. NCLT |
| 5 | <p><u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) disclosure requirement of material as well as other subsidiaries.</p> | Yes | None. |
| 6 | <p><u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p> | Yes | None |
| 7 | <p><u>Performance Evaluation:</u> The listed entity has conducted</p> | Yes upto 20.12.2022 thereafter NA | Due to initiation of CIRP against the company by an |

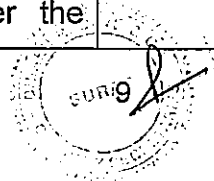
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| | performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations | | Order dated 20.12.2022 by the Hon. NCLT |
| 8 | <u>Related Party Transactions:</u> (a)The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) The listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit committee. | Yes upto 20.12.2022 thereafter NA | Due to initiation of CIRP against the company by an Order dated 20.12.2022 by the Hon. NCLT |
| 9 | <u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder. | Yes | None |
| 10 | <u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015 | Yes | None |
| 11 | <u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the | Yes | None |

Date : 26.05.2023



UDIN: A028554E000385845

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| | Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder | | |
| 12 | Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/ circular/guidance note etc. | Yes | None |

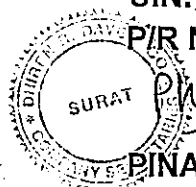
Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: SURAT
Date: 26.05.2023

For DHIRREN R. DAVE & CO.,
COMPANY SECRETARIES
UIN: P1996GJ002900

PIR No. : 2144/2022



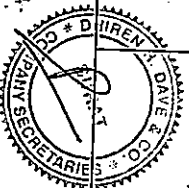
Pinal Kandarp Shukla
PINAL KANDARP SHUKLA
Principal Partner
ACS:28554, CP :10265
UDIN: A028554E000385845

Date : 26.05.2023

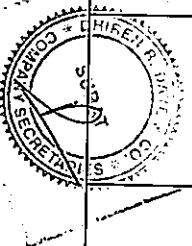
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| Sr. No | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Regulation / Circular No. | Deviations | Action taken by | Type of Action | Details of violation | Fine Amount | Observations / Remarks of the Practicing Company Secretary | Management response | Remarks |
|--------|---|---|---|---------------------------|------------------------------------|---|---|--|--|---------|
| 1. | Regulations 3(a),(b), (c), (d) and 4(1) of PFUTP Regulations read with Section 12(A)(a), (b), (c) of SEBI Act and Clause 35 of Listing Agreement read with SEBI Circular No. SEBI/CFD/D1 L/LA/2006/13/4 dated 13.04.2006 and Section 21 of SC('R) Act, 1956 | Regulations 3(a),(b), (c), (d) and 4(1) of PFUTP Regulations read with Section 12(A)(a), (b), (c) of SEBI Act and Clause 35 of Listing Agreement read with SEBI Circular No. SEBI/CFD/D1 L/LA/2006/13/4 dated 13.04.2006 and Section 21 of SC('R) Act, 1956 | Regulations 3(a),(b), (c), (d) and 4(1) of PFUTP Regulations read with Section 12(A)(a), (b), (c) of SEBI Act and Clause 35 of Listing Agreement read with SEBI Circular No. SEBI/CFD/D1 L/LA/2006/13/4 dated 13.04.2006 and Section 21 | Adjudicating Officer SEBI | Show Cause notice dated 28.08.2018 | Regulations 3(a),(b), (c), (d) and 4(1) of PFUTP Regulations read with Section 12(A)(a), (b), (c) of SEBI Act and Clause 35 of Listing Agreement read with SEBI Circular No. SEBI/CFD/D1 L/LA/2006/13/4 dated | Penalty of Rs. 5.00 Lacs to company and promoter and promoter and Rs. 25.00 Lacs to promoter and promoter | Following correspondence took place: 1. Company requested for inspection of entire record and papers in possession of SEBI vide letter dated 18.09.2018. 2. Inspection granted by SEBI vide email dated 04.12.2018. 3. Inspection taken on 12.12.2018. 4. SEBI sent hearing notice vide letter dated | Penalty paid vide letter dated 16.06.2022. | - |



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| | | of SC(R) Act, 1956 | | 13.04.2006 and Section 21 of SC(R) Act, 1956 | 16.12.2019. However company asked for certain documents vide letters dated 3.01.2020 and 22.01.2020. 5. SEBI vide letter dated 26.02.2020 provided certain documents. 6. Company replied vide letter dated 12.03.2020, 30.01.2021 and 05.03.2021 The company has received final order dated 14.02.2022 imposing penalty of Rs. 5.00 Lacs to company and promoter and promoter group and Rs.25.00 | |
|--|--|--------------------|--|--|--|--|



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|----|---|---|---|---------------------------|---|---|---|---|---|---|
| 2. | Under Sections 11(1), 11(4) and 11B of the SEBI Act | Under Sections 11(1), 11(4) and 11B of the SEBI Act | Under Sections 11(1), 11(4) and 11B of the SEBI Act | Whole-Time Member of SEBI | Under Sections 11(1), 11(4) and 11B of the SEBI Act | Ordered to Promoter and Promoter's Group to pay an amount equal to Unlawful gains for disgorgement with interest @12% per annum from 12.03.2007 till date of payment. | Lacs to promoter and promoter group. Penalty is yet to be paid. | Company has filed an appeal with SAT against the said order on hearing the same at SAT, an interim order on dated 25.10.2019 was passed by SAT to pay an amount of Rs. 2.00 Crores to be payable by its Promoter and promoter group. The promoter has paid Rs. 2.00 Crores to SEBI to be kept the same in Escrow Account. | Matter is under subjudice with Supreme Court. | - |
| | | | | | | Upon Final hearing Honorable SAT has ordered upon its final judgement on dated 21.12.2021 that: | | | | |



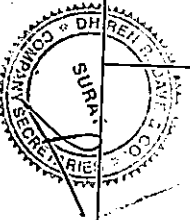
"The WTM is directed to calculate the disgorgement amount taking the acquisition price as Rs. 5.34/- per share as on 3rd October, 2006 and the sale price at Rs. 18.98/- per share. The calculation shall be made by the WTM within four weeks along with interest."

Accordingly SEBI has issued final order on dated 12.01.2022 to pay calculating amount of disgorgement as per SAT order dated 21.12.2021 an amount of Rs. 8,72,66,716.60.

Upon Aggrieved by the SAT order, the company has made an appeal



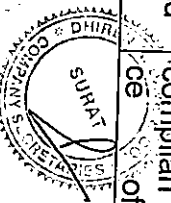
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| | | | | | | | | | | with Honorable Supreme Court against the same | | | |
| | | | | | | | | | | Supreme Court has ordered on dated 07.02.2022 that: | | | |
| | | | | | | | | | | "the coercive recovery proceedings against the appellants shall remain stayed on the condition of the appellants depositing further an amount of Rs. 3,00,00,000/- (Rupees Three Crores) with the respondent within 4 weeks from today, i.e., on or before 07.03.2022." | | | |
| | | | | | | | | | | The company has deposited the said amount with SEBI as per SC direction in the order | | | |



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| 3. | Non-submission/delay of disclosure in C1 and C2 format under SEBI circular and material events under Securities Exchange Board of India (Listing Obligations and Disclosure Requirements, 2015) | Securities Exchange Board of India (Listing Obligations and Disclosure Requirements, 2015) | Non-submission and delay of disclosure in C1 and C2 format under SEBI circular and material events | NSE and BSE | Advisory Letters issued by both Exchange on 14.03.2022 and 15.03.2022. | - | - | The said were placed before Board in the meeting held on 26.03.2022 and Board directed the concerned persons/departments to take utmost care in disclosures | The said were placed before Board in the meeting held on 26.03.2022 and Board directed the concerned persons/departments to take utmost care in disclosures | - |
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| | | 2015 Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 | | | | | | | | | |
| 4. | Non-compliance of Regulation 17(1) of SEBI (LODR), 2015 | Regulation of SEBI (LODR), 2015 | NSE (National Stock Exchange of India Limited) | Non-compliance of | non-compliance of Regulation 17(1)(b) vide letter dated 19.03.2021. | Fine of Rs. 4,90,000/- vide notice dated 08.09.2020. | Company has applied for waiver and Exchange has rejected the request for waiver of fine of Rs. 4,90,000/- for non-compliance of Regulation 17(1)(b) vide letter dated 19.03.2021. | No communication received from exchange after company letter dated 26.03.2021. In between company NCLT order came on dated 20.12.2022 and NSE file claim with RP | | | |
| 5. | Non-compliance of Regulation 17(1) of SEBI | Regulation of SEBI | BSE Limited | Non-compliance of | Imposing of Fine of Rs. | Imposition of Fine of | Company has applied for waiver and Exchange | Matter closed due to waiver | | | |



| | | | | | | | | | | | |
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| | 17(1) of SEBI (LODR), 2015 for March and June 2020 Quarter. | (LODR), 2015 | | | | Regulation 17(1) of SEBI (LODR), 2015 for March 2020 and June 2020 Quarter. | 1,88,800/- and Rs. 3,89,400/- for March 2020 and June 2020 Quarter wide notice dated 08.09.2020 and 20.08.2020 respectively. | Rs. 1,88,800/- and Rs. 3,89,400 | has accepted the request for waiver of fine vide email dated 05.07.2021 and 27.10.2021. | accepted by the exchange. | |
|--|---|--------------|--|--|--|---|--|---------------------------------|---|---------------------------|--|

