

# **Sumeet** **INDUSTRIES LIMITED**

CIN : L45200GJ1988PLC011049

REGD. OFF. : 504, TRIVIDH CHAMBER, 5TH FLOOR, OPP. FIRE BRIGADE STATION, RING ROAD, SURAT - 395 002, INDIA.

Phone : (91-261) 2328902 Fax : (91 261) 2334189

E-mail : info@sumeetindustries.com Visit us at : www.sumeetindustries.com

Date : 18/08/2020

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. : Revised Notice of 32nd Annual General Meeting (AGM) to be held on  
17/09/2020**

Dear Sir,

In continuation of our letter dated August 1, 2020 regarding the Notice convening the 32nd Annual General Meeting of the Company scheduled to be held on Thursday, 17th day of September 2020 at 3:30 pm through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), **we are enclosing herewith revised notice of 32nd Annual General Meeting (AGM).**

Further, would like to inform you that there is no change in the date of Book-Closure, Cut-off date, E-Voting period and Date & time of AGM. Only contents of the notice have been changed being addition of one resolution under special business.

This is for your information and record please.

**For Sumeet Industries Limited**



**Anil Kumar Jain**  
**Company Secretary**

**NOTICE**

NOTICE is hereby given that the 32nd Annual General Meeting (AGM) of the members of SUMEET INDUSTRIES LIMITED will be held on Thursday, 17th September, 2020 at 03:30 PM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt;
  - i) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2020 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, 2020 together with the report of the Auditors thereon.
2. To appoint a Director in place of Mr. Sumeet Shankarlal Somani (DIN: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**:

To appoint Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the Thirty Fifth Annual General Meeting and to fix their remuneration:

**"RESOLVED THAT** pursuant to Sections 139, 142 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. H. Tosniwal & Co., Chartered Accounts (Firm Registration no. 111032W), be and is hereby appointed as the Statutory Auditors of the Company for the period of 3 three years, commencing from the conclusion of this Annual General Meeting until the conclusion of Thirty Fifth Annual General Meeting to be held in the calendar year 2023 at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the Company, in addition to the re-imburement of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit."

**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, 2021, be and is hereby ratified.”

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

#### **5. RE-APPOINTMENT OF MANOJKUMAR GANESHMAL JAIN (DIN:03546851) AS AN INDEPENDENT DIRECTOR**

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 16 (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time Mr. Manojkumar Ganeshmal Jain (DIN:03546851), who was appointed as a Director of the Company in the category of Independent Director at the 29th Annual General meeting and who holds office up to 28th June 2020 and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member signifying his intention to propose his candidature for the office of Director, be and is hereby re-appointed as a Non-Executive, Independent Director of the Company to hold office for a term upto 5 (Five) Consecutive years with effect from 29th June, 2020 to 28th June 2025 and whose office shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) or Authorised Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

#### **6. APPOINTMENT OF VIKASH KUMAR KAMALSINGH CHANDALIYA (DIN:08751436) AS AN INDEPENDENT DIRECTOR**

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149,152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulations 16, 25 & 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Vikash Kumar Kamalsingh Chandaliya (DIN:08751436), who was appointed as an Additional Director in the category of ‘Non-Executive, Independent Director’ with effect from June 06, 2020 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting be and is hereby appointed as a Non-Executive, Independent Director of the Company for a period upto 5 (Five) Consecutive years upto June 05, 2025, and whose office shall not be liable to retire by rotation.”



“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) or Authorised Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

## 7. TO ENTER RELATED PARTY TRANSACTIONS

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as applicable including any statutory modifications or amendments or re-enactments thereto and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (which expression shall include the Audit Committee or any other Committee thereof for the time being exercising the powers conferred by this Resolution) to enter into agreement(s)/contract(s)/arrangement(s)/transaction(s) with Somani Overseas Private Limited, a Related Party as defined under the Companies Act, 2013 and Listing Regulations, the value of which either singly or all taken together may exceed ten percent of the annual consolidated turnover as per audited financial statements of the Company, during the current financial year 2020-21, relating to sale, purchase, supply of any goods including raw materials, stores and consumables, semi-finished goods, finished goods, etc., carrying out/availing job work, leasing of factory / office premises / godowns / facilities / reimbursement / recovery of cost or other obligations or any other transaction, for an amount not exceeding in aggregate Rs. 300.00 Crores (Rupees Three Hundred Crores) per financial year, on such terms and conditions as may be mutually agreed between the Company and Somani Overseas Private Limited.”

“**FURTHER RESOLVED THAT** the Board of Directors or a Committee thereof or any of their delegate(s) be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory or contractual, in relation to the above and to approve aforesaid agreement(s)/contract(s)/arrangement(s)/transaction(s) and further to do all such acts, deeds, matters and things and finalise the terms and conditions and to sign, execute all such documents, instruments in writing on an ongoing basis as may be required in its/their absolute discretion pursuant to the above Resolution as may be considered necessary or incidental thereto.”

**Registered Office:**

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

**Place: Surat**

**Date: 18.08.2020**

**By order of the Board Directors**



  
**Shankarlal Somani**  
Chairman

**NOTES:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members at the Annual General Meeting venue is not required and AGM be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, since the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed.
5. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members intending to authorise their representatives to participate and vote at the AGM are requested to send a duly certified copy of the board resolution authorizing their representatives to attend and vote on their behalf at the AGM.
6. The Members can join AGM in the VC/OAVM mode thirty minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis.
7. Members desirous of seeking information in respect of Accounts of the Company are requested to send their queries to [corporate@sumeetindustries.com](mailto:corporate@sumeetindustries.com) on or before 14th September, 2020.
8. The Register of Directors and Key Managerial Personnel of the Company and their shareholding maintained under Section 170 of the Act, the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in the electronic mode upto the date of AGM of the Company. Members seeking to inspect such documents can send the e-mail to [corporate@sumeetindustries.com](mailto:corporate@sumeetindustries.com).
9. The Register of Members of the Company will remain closed from Friday, 11th September 2020 to Thursday, 17th September 2020 (both days inclusive).
10. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, and the MCA Circulars, the Company is providing facility of remote e-voting to its Members through Central Depository Services (India) Limited ("CDSL") in respect of the business to be transacted at AGM. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by CDSL. Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 10th September



2020, may cast their vote either by remote e-voting as well as e-voting system as on date of AGM. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

11. The information with respect to voting process and other instructions regarding e-voting are detailed in Note no. 24.
12. The Notice of 32nd AGM and the Annual Report of the Company for the year ended 31st March, 2020 is uploaded on the Company's website [www.sumeetindustries.com](http://www.sumeetindustries.com) and may be accessed by the members and will also be available on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of CDSL. Copies of the above documents are being sent by electronic mode to the members whose email addresses are registered with the Company/Depository Participant for communication purposes unless any member has requested for a hard copy of the same.
13. The Company has appointed Mr. Dhiren R. Dave, Practicing Company Secretary (Membership No. FCS 4889) as the Scrutinizer to scrutinize the voting during the meeting and remote e-voting process, in a fair and transparent manner.
14. The resolution shall be deemed to be passed on the date of AGM, subject to the receipt of sufficient votes.
15. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). The Company has uploaded the information in respect of the unclaimed dividends/Shares as on the date of the 32nd AGM held on 17th September, 2020 on its website [www.sumeetindustries.com](http://www.sumeetindustries.com) and also on the website of the Investor Education and Protection Fund [www.iepf.gov.in](http://www.iepf.gov.in).
16. During the year 2018-19, the Company has transferred 1296302 equity shares to the demat account of IEPF Authority.
17. SEBI vide its circular dated 20th April 2018, directed all the listed companies to record the Income Tax PAN and bank account details of all their shareholders holding shares in physical form. 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 and members holding shares in physical form to the Company / RTA.
18. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA.

In respect of shares held in demat form; the nomination form may be filed with the respective Depository Participant.

19. As required in terms of Secretarial Standard-2 and Listing Regulations, the information (including profile and expertise in specific functional areas) pertaining to Director recommended for re-appointment in the AGM has been provided in the "Explanatory Statement" of the Notice. The



Director has furnished the requisite consent / declarations for his re-appointment has required under the Companies Act, 2013 and the Rules thereunder.

20. With a view to conserve natural resources, we request Members to update and register their email addresses with their Depository Participants (DPs) or with the Company, as the case may be, to enable the Company to send communications including Annual Report, Notices, Circulars, etc. electronically. Members holding shares in Physical mode may register their email id by providing necessary details like Folio No., Name of Member(s) and self attested scanned copy of PAN card or Aadhar Card by email to [info@bigshareonline.com](mailto:info@bigshareonline.com) or by clicking the link: <https://bigshareonline.com/InvestorRegistration.aspx>.
21. Members holding shares in Physical mode have to update in Bank Account Details by clicking the link: <https://bigshareonline.com/InvestorRegistration.aspx>.
  - a. Name and Branch of the Bank in which you wish to receive the dividend
  - b. Type of Bank Account
  - c. Bank Account Number allotted by their banks after implementation of Core Banking Solutions
  - d. 9 digit MICR Code Number
  - e. 11 digit IFSC Code
  - f. Scanned copy of the cancelled cheque bearing the name of the first shareholder.
22. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020. Since the AGM will be held through VC/OAVM in accordance with the MCA Circulars, the route map, proxy form and attendance slip are not attached to the Notice.
23. The helpline number regarding any query/assistance for participation in the AGM through VC/OAVM are 022-23058738 / 022-23058542 / 022-23058543.
24. Voting process and instruction regarding remote e-voting:

**THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period begins on Monday, 14th September 2020 at 9:00 a.m. IST and ends on Wednesday, 16th September 2020 at 5:00 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 of 10th September 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" module.
- (v) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) 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 e-voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

<b>For Shareholders holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
<p>Dividend Bank Details</p> <p><b>OR</b> Date of Birth (DOB)</p>	<p>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.</p> <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 (v).</li> </ul>

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

(xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant 'Sumeet Industries Limited' on which you choose to vote.

(xiii) 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.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.





- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders- please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **3 days prior to meeting** mentioning their name, demat account



number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

#### **INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

#### **(xx) Note for Non-Individual Shareholders and Custodians:**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- 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.
- Alternatively Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [corporate@sumeetindustries.com](mailto:corporate@sumeetindustries.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

25. The voting period begins on 14/09/2020 at 09:00 A.M. IST and ends on 16/09/2020 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 10/09/2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

26. 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 10/09/2020.
27. The Scrutinizer shall within forty eight hours of conclusion of the e-voting, make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company. The results declared along with the Scrutinizers' Report shall be placed on the Company's website [www.sumeetindustries.com](http://www.sumeetindustries.com) and on the website of CDSL and communicated to the BSE Ltd and National Stock Exchange of India Ltd.

**Details of Directors seeking re-appointment / appointment at the ensuing Annual General Meeting**

**[Pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 & Secretarial Standard 2]**

Name of Director	Mr. Manojkumar Ganeshmal Jain	Mr. Vikash Kumar Kamalsingh Chandaliya
Date of Birth	29/04/1980	12/12/1989
Date of First Appointment	29/06/2017	06/06/2020
Expertise in specific functional areas	Accounts, Audit & Taxation	GST Practicing and Court Matters
Qualifications	Practicing Chartered Accountants & Company Secretary	B.Com, LLB
Shareholding in the Company as on 31st July, 2020	Nil	Nil
List of other companies in which Directorship held	Kalka Advisory services Pvt. Ltd.	Nil
List of other entities in which the person also hold membership of committee of the Board	Nil	Nil
Relationships between Directors inter-se	Nil	Nil



**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, 2021.

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, 2021.

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**

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 6th June, 2020 had re-appointed Mr. Manojkumar Ganeshmal Jain (DIN:03546851) as Non-Executive, Independent Director of the Company for a second term of 5 (five) years on the Board of the Company w.e.f. 29th June, 2020 to 28th June 2025, subject to approval of members.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Manojkumar Ganeshmal Jain for the office of Director of the Company. The Company has also received a declaration from Mr. Manojkumar Ganeshmal Jain that he meets the criteria for Independent Director as provided under section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

The Board taking into account the recommendation of the Nomination and Remuneration Committee and on the basis of the report of performance evaluation of Independent Directors, has recommended the re-appointment of Mr. Manojkumar Ganeshmal Jain (DIN:03546851) as a Director of the Company in the category of Independent Director, for a second term of upto the conclusion of the 37th Annual General Meeting of the Company in the calendar year 2025 or 28th June 2025 whichever is earlier.

Mr. Manojkumar Ganeshmal Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.



In the opinion of the Board, Mr. Manojkumar Ganeshmal Jain fulfils the conditions for appointment as an independent Director as specified in the Act and the Listing Regulations. He is also independent of the management.

Mr. Manojkumar Ganeshmal Jain is a member of the Institute of Chartered Accountants of India since 2007 and a Practicing Chartered Accountant. He has a Licentiate Company Secretary qualified from Institute of Company Secretary of India. He has completed his LLB degree from VNSGU. He is possessing Master degree in Commerce with specialization in costing. Mr. Manojkumar Ganeshmal Jain has more than 13 years of experience in Auditing and Finalization of Accounts. He has vast experience in Indirect and Direct Taxation.

The Board considers that his association would be of immense benefit to the Company. In the opinion of the Board, Mr. Manojkumar Ganeshmal Jain fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as an Independent Director of the Company and is independent of the Management. Copy of the draft letter for appointment of Mr. Manojkumar Ganeshmal Jain as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company.

A Brief resume of Mr. Manojkumar Ganeshmal Jain, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, are provided in the statement giving details pursuant to Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of the Secretarial Standard-2 in respect of Directors seeking appointment / re-appointment at the ensuing Annual General Meeting, annexed to this Notice.

Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Manojkumar Ganeshmal Jain as an Independent Director, for the approval by the shareholders of the Company.

None of the Directors or Key Managerial personnel (KMPs) or relatives of Directors except Mr. Manojkumar Ganeshmal Jain is concerned or interested in the resolution mentioned at item no.5 of the convening Notice.

#### **ITEM NO. 06**

The Board of Directors of the company had appointed Mr. Vikash Kumar Kamalsingh Chandaliya (DIN:08751436) as an Additional Independent Director with effect from 06th day of June, 2020 in accordance with the provisions of Article of the Association of the company read with Section 161 of the Act. Mr. Vikash Kumar Kamalsingh Chandaliya holds office only up to the date of this Annual General Meeting. A notice has been received from a member, along with requisite deposit of money, as required under Section 160 of the Companies Act, proposing Mr. Vikash Kumar Kamalsingh Chandaliya as a candidate for the office of Director of the company.

Mr. Vikash Kumar Kamalsingh Chandaliya is an Advocate having around 7 years of experience in the field of VAT/Service Tax /GST related matters. He became the member of Gujarat Bar Council in the year of 2013 and also became the member of Central Bar Council in the year 2014. He has vast experience in the field of Indirect Taxation. He is presently engaged in VAT/GST practicing work and appears before the Hon'ble Courts and Tribunals. He has also depth knowledge in the matter of various judicial proceedings exercised at the Courts.



The Board considering Mr. Vikash Kumar Kamalsingh Chandaliya has rich experience in the field of VAT/Service Tax /GST related matters and legal proceedings and taking into account the recommendation of the Nomination and Remuneration Committee, appointed Mr. Vikash Kumar Kamalsingh Chandaliya at the meeting of the Board of Directors held on June 06, 2020 as an Independent, Non- Executive Director of the company for a period upto 5 (Five) Consecutive years, not liable to retire by rotation, with effect from 06/06/2020 to 05/06/2025, subject to approval of the members.

The Board considers that his association would be of immense benefit to the Company. In the opinion of the Board, Mr. Vikash Kumar Kamalsingh Chandaliya fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as an Independent Director of the Company and is independent of the Management. Copy of the draft letter for appointment of Mr. Vikash Kumar Kamalsingh Chandaliya as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company.

Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Vikash Kumar Kamalsingh Chandaliya as an Independent Director, for the approval by the shareholders of the Company.

None of the Directors or Key Managerial personnel (KMPs) or relatives of Directors except Mr. Vikash Kumar Kamalsingh Chandaliya is concerned or interested in the resolution mentioned at item no.6 of the convening Notice.

#### **ITEM NO. 07**

The Company has entered into contracts / arrangements / transactions with the Somani Overseas Private Limited, who is related party within the meaning of Section 2(76) of the Companies Act, 2013 read with the Companies (Meetings of the Board and its Powers) Rules, 2014 (the "Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("Listing Regulations"):

The Section 188 of the Companies Act, 2013 provides that if transactions with the related parties are not in the ordinary course of business or on arm's length basis, such transactions are required to be approved by the Board of Directors and Shareholders, depending upon the materiality of the transactions. In other words, approval of Board or shareholders, as the case may be, is not required under the Act, if a particular transaction is in the ordinary course of business and on arm's length basis.

Revised Listing Regulations provides that all material Related Party Transactions (RPTs), i.e. transaction(s) entered into during a financial year exceeding 10% of the annual consolidated turnover of the Company as per latest audited financial statements require prior approval of the shareholders through special resolution.

In the opinion of the Board, the transactions / contracts / arrangements by the Company with the above parties are in the ordinary course of business and at arm's length basis. However, considering the fact that the value of contracts / arrangements / transactions with the aforesaid related parties during a financial year may be material as defined under Listing Regulations and it is proposed to seek the approval of members for the aforesaid arrangements / contracts / transactions for the financial year 2020-21.



Somani Overseas Private Limited is primarily engaged in the business of trading of various types of merchandise / industrial goods and supplies the same to polyester manufacturers.

Sumeet Industries Limited is manufacturer of Polyester/Synthetic Yarns. The company will procure /process the raw material/ semi finished materials from Somani Overseas Private Limited. These transactions are necessary, normal and incidental to business and also play a significant role in Company's business operations and are entered into generally in the ordinary course of business and on arm's length basis.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No.7 of the Notice, except Mr. Shankarlal Somani and Mr. Sumeet Kumar Somani. The members are further informed that no member(s) of the Company being a related party or having any interest in the resolution as set out at Item No.7 shall be entitled to vote on this Special Resolution.

None of the Directors and Key Managerial Personnel or their relative are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.7 of the Notice, except Mr. Shankarlal Somani and Mr. Sumeet Kumar Somani. The Board commends the Special Resolution set out at Item No.7 of the Notice for approval by the members.

**Registered Office:**

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

**Place: Surat****Date: 18.08.2020****By order of the Board Directors**

A handwritten signature in black ink, appearing to read "Shankarlal Somani".

**Shankarlal Somani**  
**Chairman**