

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 : 30/08/2019

To,
Department of Corporate Services
BSE Limited
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. : Notice of 31st Annual General Meeting of the Members of the Company

Dear Sir/Madam,


Please find enclosed herewith the Notice calling the 31st Annual General Meeting (AGM) of the members of the company scheduled to be held on Monday, 30th September, 2019 at Agrasen Bhavan, Shyam Kunj Hall, City Light, Surat-395007 at 10:00 A.M. to transact the business mentioned in the said AGM Notice.

As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the company is providing to its members the facility to cast their vote by electronic means on all resolutions set forth in the said Notice. The Instructions for e-voting are mentioned in it.

Kindly take the same on your records.

Thanking You.

For SUMEET INDUSTRIES LIMITED


ANIL KUMAR JAIN
COMPANY SECRETARY



Encl.: As above

NOTICE

NOTICE is hereby given that the 31st Annual General Meeting of SUMEET INDUSTRIES LIMITED will be held at Agrasen Bhavan, Shyam Kunj Hall, City Light, Surat-395007, on Monday, 30th Day of September, 2019 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, 2019 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, 2019 together with the report of the Auditors thereon.
2. To appoint a Director in place of Mr. Shankarlal Somani (DIN No. 00165238), 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. H Tosniwal & Co., Chartered Accounts (Firm Registration no. 111032W), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (**“AGM”**) till the conclusion of the 32nd AGM of the Company to be held in the year 2020 to examine and audit the accounts of the Company for the Financial Year 2019-20 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. APPOINTMENT OF MS. ZEEL SURESHKUMAR MODI (DIN: 08290608) AS AN INDEPENDENT DIRECTOR**

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

“RESOLVED THAT Ms. Zeel Sureshkumar Modi (DIN: 08290608) who was appointed as an Additional Director of the company by the Board of Directors w.e.f. 30th day of November, 2018 under section 161 of the Companies Act, 2013 (the Act) and who holds office up to the date of the ensuing Annual General meeting, but who is eligible for appointment and in respect of whom the company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of the Director of the company, be and is hereby appointed as a Director of the company.”

“RESOLVED FURTHER THAT pursuant to the provision of the Section 149, 152 and other applicable provisions, if any, of the Act and rules made thereunder read with Schedule IV of the Act as amended from time to time, Ms. Zeel Sureshkumar Modi (DIN: 08290608), who has submitted a declaration that he



meets the criteria for independence as provided under Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company to hold office for a term upto 3 (Three) consecutive years and whose office shall not be liable to retire by rotation.”

5. APPOINTMENT OF MR. ATMA RAM SARDA (DIN:06713264)AS A NON-EXECUTIVE DIRECTOR

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions if any, read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being force) and pursuant to the recommendation of Nomination & Remuneration Committee and the Board of Directors, Mr. Atma Ram Sarada (DIN:06713264), a Non-Executive Director of the Company whose term of office expires at this Annual General Meeting and in respect of whom the company has received a notice in writing from a member along with deposit of the requisite amount under Section 160 of the Act, proposing his candidature for the office of director be and is hereby appointed as Non- Executive Director of the Company to hold office for a term up to 3 (Three)consecutive years and whose office shall be liable to retire by rotation.”

6. 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, 2020, 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.”

Registered Office:

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

Place: Surat

Date: 05/08/2019



By order of the Board Directors

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

Shankarlal Somani
Chairman

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 Monday, 23rd September, 2019 to Monday, 30th September, 2019 (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, 2019 is uploaded on the Company's website www.sumeetindustries.com and may be accessed by the members.
10. Electronic copy of the Annual Report for 2018-19 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 2018-19 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 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. 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 31st 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.
14. 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.

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 31st Annual General Meeting to be held on Monday, 30th September, 2019, 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 Annual General Meeting to be held on Monday, 30th September, 2019.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 27/09/2019 at 9:00 A.M. IST and ends on 29/09/2019 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 20/09/2019 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.
- (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 | <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"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | <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"> 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 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. 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 and register themselves as Corporates.
 - 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, 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 27/09/2019 at 9:00 A.M. IST and ends on 29/09/2019 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 20/09/2019 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.
15. 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 20/09/2019.
16. 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.



17. 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.
18. The results declared along with the Scrutinizers' Report shall be placed on the Company's website www.sumeetindustries.com within three days of the passing of the resolutions at the 31st Annual General Meeting of the Company to be held on Monday, 30th September, 2019 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. Shankarlal Sitaram Somani | Mr. Atmaram Sarda | Ms. Zeel S. Modi |
|---|---|---------------------------------|-------------------------------------|
| Date of Birth | 20/01/1954 | 01/07/1963 | 03/06/1994 |
| Date of Appointment | 01/08/1988 | 30/09/2013 | 30/11/2018 |
| Expertise in specific functional areas | Management | Practicing Chartered Accountant | Enviro and Project Engineering |
| Qualifications | B.Com | B.Com, ACA | B.Tech in Environmental Engineering |
| Shareholding in the Company as on 5th August, 2019 | 55,00,000 | Nil | Nil |
| List of other listed companies in which Directorship held | None | None | None |
| List of other entities in which the person also hold membership of committee of the Board | None | None | None |
| Relationships between Directors inter-se | Father of Mr. Sumeet Somani, Whole time Director of the Company | Nil | Nil |



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

The Board of Directors of the company had appointed Ms. Zeel Sureshkumar Modi (DIN: 08290608) as an Additional Independent Director with effect from 30th November, 2018 in accordance with the provisions of Article of the Association of the company read with Section 161 of the Act. Ms. Zeel Sureshkumar Modi holds office only up to the date of forthcoming 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 Ms. Zeel Sureshkumar Modi as a candidate for the office of Director of the company.

Ms. Zeel Sureshkumar Modi is a Graduate Engineer from the field of Environment Engineering. She has more than 3 Years of experience in the field of Environment and Project Engineering. Presently she is a Senior executive in a software company working on projects.

The Board considering Ms. Zeel Sureshkumar Modi has rich experience in the field of environment and project engineering and taking in to account the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 30th November, 2018 appointed her as an Independent Director of the company, not liable to retire by rotation with effect from 30/11/2018 to 29/11/2021 subject to approval of members. Copy of the draft letter for appointment of Ms. Zeel Suresh Kumar Modi 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 Ms. Zeel Modi 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 Ms. Zeel Modi being and appointee is concerned or interested in the resolution mentioned at item no.4 of the convening Notice.

ITEM NO. : 05

Mr. Atmaram Sarda (DIN: 06713264) has been re-appointed as a Non-Executive Director of the Company. Mr. Atmaram Sarda holds office as a Non-Executive Director up to the date of this Annual General Meeting. The Company has received a notice in writing along with deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Non-Executive Director of the Company. In terms of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and read with rules under 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 Schedule IV of the Companies Act, 2013 and in compliance with SEBI (LODR) Regulation, 2015 as amended from time to time, Mr. Atmaram Sarda is proposed to be appointed as an Non-Executive Director of the company, with effect from 01/10/2019 to 30/09/2022 subject to approval of the shareholders.

Mr. Atmaram Sarda is a Practicing Chartered Accountant and he has around 18 years of experience in the field of Finance and Accounts.



In the opinion of the Board, Mr. Atmaram Sarda fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as a Non-Executive Director of the Company.

The Board considers that his association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Atmaram Sarda as a Non-Executive Director. The Copy of the draft letter for appointment of Mr. Atmaram Sarda as a Non-Executive 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 appointment of Mr. Atmaram Sarda a Non-Executive, for the approval by the shareholders of the Company.

Except Mr. Atmaram Sarda, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, in the resolution set out in item No. 5.

ITEM NO. : 06

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, 2020.

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. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2020.

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.6 of the Notice.

Registered Office:

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

Place: Surat

Date: 05/08/2019



By order of the Board Directors

A handwritten signature in black ink.

Shankarlal Somani
Chairman