

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 : sumeetindustries.com

Date : 30/06/2018

To,
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, FORT,
Mumbai - 400 001
Scrip Code - 514211

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

Dear Sir / Madam,

SUB. : INTIMATION OF EXTRA ORDINARY GENERAL MEETING (EGM NOTICE)

Dear Sir/Madam,

We would like to inform you that an Extra Ordinary General Meeting of the Company will be held on Wednesday, July 25, 2018 at 09:00 a.m. at the registered office of the company at 504, 5th Floor, Trividh Chamber, Opp. Fire Station, Ring Road, Surat-395002 to transact the business mentioned in the said EGM Notice. We are enclosing herewith EGM Notice for your reference and record.


It is also inform you that Company has fixed the following dates for remote E-voting:

Cut-off Date for remote e-voting and voting at the Extra Ordinary General Meeting	Wednesday, 18th July, 2018
Date and time for commencement of remote e-voting	Sunday, 22nd July, 2018 at 9:00 AM IST
Date and time for end of remote e-voting	Tuesday, 24th July, 2018 at 5:00 PM IST

We kindly request you to take the above on your record. This is for your Information and dissemination.

Thanking you, we remain.

For **SUMEET INDUSTRIES LIMITED**


ANIL KUMAR JAIN
COMPANY SECRETARY



NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting (EGM) of SUMEET INDUSTRIES LIMITED will be held at its registered office situated at 504, 5th Floor, Trividh Chamber, Opp. Fire Station, Ring Road, Surat-395002 on Wednesday, 25th day of July, 2018 at 09:00 A.M. to transact the following businesses:

SPECIAL BUSINESS:

ISSUE OF BONUS SHARES

To consider and pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“RBI”) from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors, consent of the members be and is hereby accorded to the Board of Directors of the Company (“the Board”, which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalisation of a sum not exceeding Rs. 20,72,84,780/- (Rupees Twenty Crores Seventy Two Lakhs Eighty Four Thousand Seven Hundred Eighty Only) from and out of the capital redemption reserve, the securities premium account and/or any other permitted reserves/ surplus of the Company, as may be considered appropriate for the purpose of issue of bonus equity shares of Rs.10/- (Rupees Ten only) each, credited as fully paid to eligible members of the Company holding equity shares of 10/- (Rupees Ten only) each of the Company whose names appear in the Register of Members on a ‘Record Date’ to be determined by the Board for this purpose, in the proportion of 1 (One) new fully paid-up equity share of Rs.10/- (Rupees Ten only) each for every 4 (Four) existing fully paid-up equity share of Rs. 10/- (Rupees Ten only) each held by them and that the new Bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member.”

“RESOLVED FURTHER THAT the Bonus equity shares so allotted shall rank *pari passu* in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.”

“**RESOLVED FURTHER THAT** the Bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.”

“**RESOLVED FURTHER THAT** in the case of members who hold shares or opt to receive the shares in dematerialised form, the Bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in the case of members who hold equity shares in certificate form, the share certificate(s) in respect of the bonus equity shares shall be despatched, within such time as prescribed by law and the relevant authorities.”

“**RESOLVED FURTHER THAT** the issue and allotment of the Bonus equity shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, as may be necessary.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take necessary steps for listing of such Bonus equity shares on the Stock Exchanges where the securities of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

“**RESOLVED FURTHER THAT** the Board be and is hereby further authorized to delegate all or any of the powers conferred by this resolution on it, to any committee or sub-committee of Directors or any other Director(s) or Officer(s) of the Company to give effect to the foregoing resolutions, with the power to such committee/sub-committee of the Board to further delegate all or any of its powers/ duties to any of its members.”

Registered Office:

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

Place : Surat

Date : 30/06/2018

By order of the Board Directors

Sd/-

Shankarlal Sitaram Somani

Chairman

(DIN No. 00165238)

NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THE PROXY NEED NOT BE A MEMBER.**
2. Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
4. Members are requested to bring their copy of notice of the EGM. The Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the meeting.
5. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorising their representative(s) to attend and vote on their behalf at the Meeting.
6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company
7. The members, holding shares in physical form, are requested to intimate any change in their addresses or bank details to the Company or its Registrar and Transfer Agent (RTA) viz Bigshare Services Pvt. Ltd Those holding shares in dematerialized form may intimate any change in their addresses or bank details/mandates to their Depository Participants (DP) immediately.
8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
9. The Notice of Extra Ordinary General Meeting and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s) unless a

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

10. Documents referred to in the Notice and the Explanatory Statement attached hereto are available for inspection by the shareholders at the Registered Office of the Company during business hours on any working day up to the date of the Extra Ordinary General Meeting of the Company.
11. The Notice of the Extra Ordinary General Meeting is uploaded on the Company's website www.sumeetindustries.com and may be accessed by the members.
12. The Board of Directors has appointed Mr. Dhiren R. Dave, Practicing Company Secretary (Membership No. FCS 4889) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
13. E-voting Cut-off date is 18th July, 2018, E-voting opens from Sunday, 22nd July, 2018 at 9:00 AM IST and ends on Tuesday, 24th July, 2018 at 5:00 PM IST.
14. Non-Resident Indian members are requested to inform the company's Registrar and Transfer Agents (Bigshare Services Pvt Ltd), immediately of :
 - a) Change in their Residential status on return to India for permanent settlement.
 - b) Particulars of their Bank Account maintained in India with complete name of the Bank, branch address, account type and account number with MICR code, if not furnished earlier.
15. Voting through electronic means: In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to exercise their right to vote at the Extra Ordinary General Meeting (EGM) by electronic means, as an alternative to vote physically at the EGM, and the business may be transacted through e-voting Services provided by Central Depository Services (India) Limited (CDSL). It may be noted that this e-voting facility is optional.
16. The members who would have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Sunday, 22nd July, 2018 at 9:00 AM IST and ends on Tuesday, 24th July, 2018 at 5:00 PM IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the

Cut-off date 18/07/2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (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 Postal Ballot / 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. m-Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m- Voting using their e-voting credentials to vote for the company resolution(s).
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details, 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.

17. The voting period begins on Sunday, 22nd July, 2018 at 9:00 AM IST and ends on Tuesday, 24th July, 2018 at 5:00 PM IST. During this period, shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date 18/07/2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
18. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the Cut-off date 18/07/2018.
19. Mr. Dhiren R. Dave, Practicing Company Secretary (Membership no. FCS 4889) has been appointed as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
20. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
21. The results declared along with the Scrutinizers’ Report shall be placed on the Company’s website www.sumeetindustries.com within three days of the passing of the resolutions at the Extra Ordinary General Meeting of the Company will be held on Wednesday, 25th day of July, 2018 and communicated to the BSE Ltd. and National Stock Exchange of India Ltd within the prescribed period.

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

ISSUE OF BONUS SHARES

The Board of Directors at its meeting held on June 22, 2018, subject to consent of the members of the Company, approved and recommended issue of bonus equity shares of Rs.10/- (Rupees Ten only) each as fully paid-up to eligible members of the Company in the proportion of 1 (one) new fully paid-up equity share of Rs 10/- (Rupees Ten only) each for every 4 (Four) existing fully paid-up equity share of Rs. 10/- (Rupees Ten only) each by capitalising a sum of Rs. 20,72,84,780/- (Rupees Twenty Crores Seventy Two Lakhs Eighty Four Thousand Seven Hundred Eighty Only) out of capital redemption reserve/securities premium account and/or any other permitted reserves/surplus of the Company, as may be considered appropriate.

Capitalisation of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts (including securities premium account and capital redemption reserve account), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares.

The proposed issue of bonus shares will be made in line with the provisions of Section 63 of the Companies Act, 2013, Regulations issued by Securities & Exchange Board of India (SEBI) and subject to such approvals, if required, from the statutory authorities.

Further, it is proposed to authorize the Board of Directors/Committee of the Board of the Company to complete all the regulatory formalities as prescribed by SEBI, Stock Exchanges on which the Company's shares are listed and/or any other regulatory or statutory authority in connection with the issue of bonus shares.

The Board of Directors of the Company recommends the Resolutions as set out in the accompanied Notice for approval of the members.

The Directors of the Company, their relatives and key managerial persons may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

Registered Office:

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

Place : Surat

Date : 30/06/2018

By order of the Board Directors

Sd/-

Shankarlal Sitaram Somani

Chairman

(DIN No. 00165238)

SUMEET INDUSTRIES LIMITED

(CIN : L45200GJ1988PLC011049)

Registered office : 504, Trividh Chamber, 5th floor, Opp. Fire Brigade Station, Ring Road, Surat – 395 002

Email: corporate@ sumeetindustries.com website: www.sumeetindustries.com

Phone: 0261 2328902 Fax: 0261 2334189

ATTENDANCE SLIP EXTRA ORDINARY GENERAL MEETING - 25/07/2018

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

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

Folio No.	
DP ID	
CLIENT ID	
No. of Shares	

I/We hereby record my presence at the EXTRA ORDINARY GENERAL MEETING of the Company at 504, 5th Floor, Trividh Chamber, Opp. Fire Station, Ring Road, Surat-395002, on Wednesday, 25th July, 2018 at 09:00 A.M.

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

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SUMEET INDUSTRIES LIMITED

(CIN : L45200GJ1988PLC011049)

Registered office : 504, Trividh Chamber, 5th floor, Opp. Fire Brigade Station, Ring Road, Surat – 395 002

Email: corporate@ sumeetindustries.com website: www.sumeetindustries.com

Phone: 0261 2328902 Fax: 0261 2334189

PROXY FORM EXTRA ORDINARY GENERAL MEETING - 25/07/2018

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

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

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

as my/our proxy to attend and vote for me/us at the Extra Ordinary General Meeting of the Company to be held on Wednesday, 25th July, 2018 at 09:00 A.M. or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	For	Against
Special Business:		
1. Issue of Bonus Shares		

Signed this _____ day of _____ 2018.
Signature of the Shareholder _____
Signature of Proxy Holder(s) _____

Affix Rs.1 Revenue Stamp

Notes :

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

Route map of the Venue of EGM of Sumeet Industries Limited

