



Date- 09th October, 2017

To,
Corporate Relation Department
BSE Limited
P. J. Towers, Dalal Street,
Fort, Mumbai- 400001

Company Name- Sumeru Industries Limited
Scrip Code- 530445, ISIN- INE764B01029

Subject- Proceedings of 24th Annual General Meeting



Dear Sir/ Madam,

In compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) 2015, we are enclosing herewith Minutes of the 24th Annual General Meeting of the Company held on 25th September, 2017.

Kindly take the above document on record.

Thanking you,
Yours faithfully,

FOR SUMERU INDUSTRIES LIMITED



Nidhi K. Shah
Company Secretary

Date- 9th October, 2017

Place- Ahmedabad

SUMERU INDUSTRIES LIMITED

Regd. Office: Sumeru Centre, Near Parimal Crossing, C.G. Road, Ahmedabad - 380 007

Phone: +91 79 2665 2748, 2665 1357 Fax: +91 79 2665 1664

Corporate Office: "Sumeru" B/H Andaz Party Plot, S. G. Highway Road, Ahmedabad 380 058
CIN No.: L65923GJ1994PLC021479 • Email: investors.sumeru@gmail.com • website: sumerugroup.in

MINUTES OF THE TWENTY FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS OF SUMERU INDUSTRIES LIMITED HELD ON MONDAY, 25TH SEPTEMBER, 2017 AT 9:00 AM AT FINAL PLOT NO.-123, BEHIND ANDAZ PARTY PLOT, S. G. HIGHWAY ROAD, AHMEDABAD- 380058

Directors Present:

Mr. Vipul H. Raja - Chairman & Managing Director
Mr. Bhavin D. Mashruwala - Independent Director & Chairman of Audit Committee
Mr. Ambalal C. Patel - Independent Director
Mrs. Sonal V. Raja - Woman Director

Also Present:

Mrs. Nidhi Shah- Company Secretary
Mr. Manish H. Mishra- Chief Financial Officer

By Invitation:

Mr. Kamlesh M. Shah - Secretarial Auditor & Scrutinizer
Mr. Vaibhav N. Shah- Proprietor of M/s Nitin K. Shah & Co., Retiring Statutory Auditors
Mr. Shailesh Patel-Proprietor of M/s Shailesh Patel & Co., Internal Auditor
Mrs. Aparajita Shah- Partner of M/s M. B. Gabhawala & Co., Appointee Auditors

Chairman:

Mr. Vipul H. Raja, Chairman and Managing Director being present at the meeting, occupied the chair and presided over the meeting.

Quorum:

The meeting was attended by total 40 members, out of which 33 members were present in person and 7 members were present through their proxies.

Requisite quorum as required under Section 103 of the Companies Act, 2013, being present, the Chairman stated that the meeting was duly constituted and declared that the proceedings be commenced.

Welcome & Introduction:

The Chairman welcomed the members at the 24th Annual General Meeting of the Company and introduced to the shareholders, the Directors of the Company, who were seated on the dais.

Inspection of Statutory Registers and Records:

The Company Secretary informed that the Minutes book and other statutory registers in accordance with Section 170 of the Companies Act, 2013 were available for inspection by the members.

Notice and Auditor's Report of 24th Annual General Meeting:

With the consent of the members present, the Notice convening the 24th Annual General Meeting of the Company was taken as read.

The Chairman informed that there are no qualifications, observations or comments on financial transactions or matters in the Auditor's Report which have any adverse effect on the functioning of the Company and then with the consent of members present, the Auditor's Report was taken as read.

The Company Secretary informed that as required under Section 108 of the Companies Act, 2013, the Company had provided e-voting facility to the members to cast their votes electronically in respect of all businesses mentioned in the Notice of AGM dated 3rd June, 2017 and that the e-voting facility was kept open for a period of 3(three) days commencing from 9:00 AM on 22nd September, 2017 till 5:00 PM on 24th September, 2017 with a cut-off date as 16th September, 2017.

Company Secretary further informed that for the benefit of those members who have not cast their votes through e-voting process but attended the Annual General Meeting either in person or through proxy, they can vote by polling paper on the items of business mentioned in the Notice.

The Chairman then after ordered for Poll on all 3 resolutions as set out in the Item No 1 to 3 of the Notice of the 24th Annual General Meeting and requested all the members and proxy holders present and entitled to vote to participate in the poll. He also informed that M/s. Kamlesh M. Shah & Co., Practicing Company Secretaries was appointed as the Scrutinizer for scrutinizing the e-voting process and voting by ballot paper.

The Chairman informed that the results of voting on each resolution shall be determined by adding the votes of the poll in favour or against a resolution with the electronic votes casted by the members. He declared that on receipt of Scrutinizer's Report on the poll to be conducted, the result of voting shall be declared and would be made available on the website of the Company.

Thanking the members for their participation, the Chairman announced formal closure of the 24th Annual general Meeting of the Company.

Conduct of poll:

M/s. Kamlesh M. Shah & Co., Practicing Company Secretaries, the scrutinizer conducted the poll, which includes distribution of Polling papers, showing empty Ballot Box to the members, locking and sealing of empty ballot box in the presence of members and proxy holders. After ensuing that all the members and proxy holders participated in the Poll, the Scrutinizer had closed the Poll and took the custody of Polling Box.

Result of the Electronic voting and poll on the resolutions of 24th Annual General Meeting held on Monday, 25th September, 2017:

On the basis of combined report of Scrutinizer both for the electronic voting and for the poll at the Annual General Meeting dated 25th September, 2017, the Chairman has announced the result of voting on 26th September, 2017 that all the resolutions as set out in Item no 1 to 3 in the notice of 24th Annual General Meeting of the company have been duly passed by the requisite majority.

The resolutions as set out in Item no 1 to 3 in the notice of 24th Annual General Meeting of the company, duly approved by the members with requisite majority, are recorded hereunder as part of the proceedings of 24th Annual General Meeting of members of the company held on 25th September, 2017.

Vipul Singh

Chairman's Initial

ORDINARY BUSINESS:

Resolution No-1

Adoption of Audited Balance Sheet, Audited Profit and Loss Account, Cash Flow Statement for the year ended on 31st March, 2017 alongwith reports of the Directors and Auditors thereon.

Mr. Naresh Desai has proposed the following Ordinary resolution, which was seconded by Mr. Surendrabhai Shah.

"RESOLVED THAT the Audited Balance Sheet, Audited Profit and Loss Account, Cash Flow Statement and notes to the accounts of the Company as at 31st March, 2017 and reports of the Directors and Auditors thereon, be and hereby confirmed, approved and adopted."

Then after, the Chairman invited the members present to raise their questions, if any, on the accounts and answered all questions to their satisfaction.

Voting of resolution:

Particulars	No. of votes in favour of the resolution	No. of votes against the Resolution	% of no. of votes in favour of the Resolution	% of no. of votes against the Resolution	No. of Invalid votes
Remote E-voting	39248600	1000	99.21%	0.01%	-
Voting by polling paper	311200	0	0.78%	-	-
Total	39559800	1000	99.99%	0.01%	-

Based on the aforesaid results, given by the Scrutinizer, the Ordinary Resolution as contained in Item No.-1 of the Notice of the 24th Annual General Meeting has been passed by requisite majority.

Resolution No-2

Re-appointment of Mr. Vipul H. Raja (DIN- 00055770) , who retires by rotation and is eligible for reappointment

Mr. Ashvin Chokshi has proposed the following Ordinary resolution, which was seconded by Mr. Mayurbhai Patel.

"RESOLVED THAT Mr. Vipul H. Raja, who liable to retire by rotation and being eligible, offered himself for re-appointment, be and hereby reappointed as a director of the Company."

Voting of resolution:

Particulars	No. of votes in favour of the resolution	No. of votes against the Resolution	% of no. of votes in favour of the Resolution	% of no. of votes against the Resolution	No. of Invalid votes
Remote E-voting	22181622	1000	98.61%	0.01%	-
Voting by polling paper	311200	0	1.38%	-	-
Total	22492822	1000	99.99%	0.01%	-

Based on the aforesaid results, given by the Scrutinizer, the Ordinary Resolution as contained in Item No.-2 of the Notice of the 24th Annual General Meeting has been passed by requisite majority.

Resolution No-3

Ratification of appointment of Statutory Auditor

Mr. Nirajbhai Shah has proposed the following Ordinary resolution, which was seconded by Mr. Mr. Parth Desai.

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s M. B. Gabhawala & Co., Chartered Accountants, Ahmedabad having Firm Registration No: 001183C and holding valid Peer Review Certificate issued by the Institute of Chartered Accountants of India, be and is hereby appointed as the Statutory Auditors of the Company, in place of M/s Nitin K. Shah & Co., Chartered Accountants, Ahmedabad, who retires by rotation in terms of Section 139, from the conclusion of 24th Annual General Meeting upto the conclusion of 29th Annual General Meeting of the Company (from Financial year 2017-2018 to 2021-2022) subject to the ratification of their appointment by members at every Annual General Meeting and at such remuneration plus taxes, out of pocket expenses as may be mutually agreed between the Board and the Statutory Auditors from time to time and year to year."

Voting of resolution:

Particulars	No. of votes in favour of the resolution	No. of votes against the Resolution	% of no. of votes in favour of the Resolution	% of no. of votes against the Resolution	No. of Invalid votes
Remote E-voting	39248600	1000	99.21%	0.01%	-
Voting by polling paper	311200	0	0.78%	-	-
Total	39559800	1000	99.99%	0.01%	-

Based on the aforesaid results, given by the Scrutinizer, the Ordinary Resolution as contained in Item No.-3 of the Notice of the 24th Annual General Meeting has been passed by requisite majority.

Date: 27/09/2017

Place: Ahmedabad



CHAIRMAN

Mr. Vipul H. Raja

DIN-00055770