



Date- 22<sup>nd</sup> August, 2018

To,  
Bombay Stock Exchange Limited,  
25th Floor, New Trading Ring,  
Rotunda Building, P J Tower,  
Dalal Street, Fort,  
Mumbai- 400 001.

**Scrip Code- 530445**

**Subject- Notice of 25<sup>th</sup> Annual General Meeting**

Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with Schedule III Part A Para A (12), we wish to inform you that the 25<sup>th</sup> Annual General Meeting of the Company is scheduled to be held on Tuesday, 25<sup>th</sup> September, 2018 at 9:00 A.M. at Corporate office of the Company situated at Final Plot No.-123, Behind Andaz Party Plot, S. G. Highway Road, Ahmedabad- 380058. The Notice for the said Annual General Meeting is enclosed herewith.

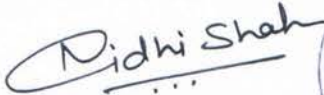
Further the Register of Members and Share Transfer Books of the Company will remain closed from Monday, 17<sup>th</sup> September, 2018 to Tuesday, 25<sup>th</sup> September, 2018 (both days inclusive) for the purpose of 25<sup>th</sup> Annual General Meeting.

Pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015, the Company has provided electronic voting (e-voting) facility to the members through electronic voting platform of Central Depository Services Limited (CDSL). Members holding shares either in physical or in demat mode as on the cut-off date i.e., Monday, 17<sup>th</sup> September, 2018 may cast their votes electronically on the businesses set out in the Notice of Annual General Meeting. The e-voting shall commence from Saturday, 22<sup>nd</sup> September, 2018 at 9.00 a.m. and ends on Monday, 24<sup>th</sup> September, 2018 at 5.00 p.m.

You are kindly requested to take the same on record.

Thanking you,

**FOR SUMERU INDUSTRIES LIMITED**

  
Nidhi Shah  
Company Secretary



Encl-

Notice of 25<sup>th</sup> Annual General Meeting

## **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

**SUMERU INDUSTRIES LIMITED**

CIN No.-L65923GJ1994PLC021479

10TH FLOOR, SUMERU CENTRE, NR. PARIMAL UNDERBRIDGE C G ROAD, PALDI, AHMEDABAD – 380007.

**NOTICE**

NOTICE is hereby given that the 25th Annual General Meeting of the members of the SUMERU INDUSTRIES LIMITED will be held on Tuesday, 25th September 2018 at 9:00 A.M. at Corporate office of the Company situated at "Sumeru", Behind Andaz Party Plot, S. G. Highway Road, Ahmedabad-380058, to transact the following business:

**ORDINARY BUSINESS:**

- 1) To receive, consider, approve and adopt the Audited Financial Statements and the Reports of the Board of Directors and Auditor's thereon for the Financial year ended 31st March, 2018.
- 2) To appoint a Director in place of Mrs. Sonal V. Raja (DIN-07122685), who retires by rotation and being eligible, offers herself for re-appointment.
- 3) To ratify appointment of Statutory Auditors and to fix their remuneration and in this regard, to consider and if thought fit, to pass, with or without modification, 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 read with the Companies (Audit and Auditors) Rules, 2014, appointment of 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, as the Statutory Auditors of the Company be and is hereby ratified, who is appointed as such in the 24th Annual General Meeting for 5 (five) financial years (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."

**SPECIAL BUSINESS**

- 4) To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:  
"RESOLVED THAT pursuant to the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and other applicable provisions if any, consent of members of the Company be and is hereby accorded for continuation of Directorship of Mr. Ambalal C. Patel (DIN- 00037870) who was reappointed as Independent Directors of the Company for a period of 4 years at the 22nd Annual General Meeting of the Company held on 21st September, 2015 till conclusion of 26th Annual General Meeting notwithstanding that he will attain the age of 75 years on 1st April, 2019."  
"RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

**PLACE: AHMEDABAD.****DATE: 30-07-2018****BY ORDER OF THE BOARD OF DIRECTORS  
OF SUMERU INDUSTRIES LIMITED****NIDHI K. SHAH  
COMPANY SECRETARY  
ACS NO-A33325****EXPLANATORY STATEMENT**

Mr. Ambalal C. Patel (DIN- 00037870) - Independent Director was appointed as such in the Company for a period of 4 years at the 22nd Annual General Meeting of the Company held on 21st September, 2015 till conclusion of 26th Annual General Meeting in terms of Companies Act, 2013.

SEBI has amended the LODR, Regulations, 2015 vide circular dated 9th May 2018 which require re-appointment/ continuance of any Non-Executive Director who will be attaining the age of 75 years to be approved by the shareholders by way of a Special Resolution. Though Mr. Ambalal C. Patel (DIN- 00037870) can hold office under the erstwhile resolution, he will attain the age of 75 years during the term of his appointment. Hence this Special Resolution is placed before the shareholders for adoption.

No Director, Key Managerial Personnel or their relatives except Mr. Ambalal C. Patel (DIN- 00037870) to whom the resolution relates, is interested or concerned in the resolution.

Your Directors commend the resolution for approval of the members.

**NOTES:**

1. In respect of resolution at item No. 2, a statement giving additional information on Director seeking reappointment as required in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 is annexed with this notice.
2. 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.  
Pursuant to Provisions of Section 105 of Companies Act, 2013, a person can act as proxy on behalf of a member or number of members not exceeding fifty (50) and holding in aggregate not more than 10 percent of the total share capital of the company carrying voting rights. Member holding more than 10 percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.  
The instrument appointing proxy as per the format included in the Annual Report should be lodged with the Company at its Registered office not less than 48 hours before the commencement of the meeting i.e. by 9:00 A.M. on 23rd September, 2018.
3. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members / Proxies / Authorized Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting. Copies of the Annual Report or Attendance Slips will not be distributed at the Meeting. Members who hold shares in dematerialized form are requested to write their client ID and DP ID Nos and those who hold shares in physical form are requested to mention their folio no. in the attendance slip for attending the meeting.
6. The Register of Members and the Share Transfer Books of the Company will be closed from Monday, 17th September, 2018 to Tuesday, 25th September, 2018 (both days inclusive).
7. The Annual Report duly circulated to the Members of the Company, is available on the website of the Company [www.sumerugroup.in](http://www.sumerugroup.in). Shareholders are requested to bring their copies of Annual Report to the Annual General Meeting.
8. All shareholders are requested to dematerialize their shareholding immediately as the shares are to be traded compulsorily in demat form only.

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9. Members holding shares in physical mode are requested to register their e-mail ID's with the Bigshare Services Private Limited, the Registrar and Share Transfer agent of the Company and members holding shares in demate mode are requested to register their e-mail IDs with their respective Depository Participants (DPs) in case the same is not still registered.

If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrar and Share Transfer agent of the Company in respect of shares held by them in physical mode and to their respective Depository Participants in case of shares held in demate mode.

10. A member desirous of seeking any information as regards to the business to be transacted at the meeting are requested to forward his / her query to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
11. Green Initiative: In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made there under, the copy of the Annual Report including Financial statements, Board's report etc. and this Notice are being sent by electronic mode, to those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to [investors.sumeru@gmail.com](mailto:investors.sumeru@gmail.com) mentioning your DP ID/ Folio and Client ID.\
12. The Securities and Exchange Board of India (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 Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's R&T agent.  
All the members attending the Annual General Meeting are requested to bring their Photo ID (preferably PAN card) issued by any authority.
13. All the documents referred to in the accompanying Notice and Explanatory Statement are available for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public holidays) between 11.00 a.m and 1.00 p.m. up to the date of Annual General Meeting.
14. Members holding shares in more than one folio in the same name(s) are requested to send the details of their folios along with share certificates so as to enable the Company to consolidate their holding into one folio.
15. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.
16. A route map showing directions to reach the venue of 25th Annual General Meeting is given at the end of the Notice as per the requirements of Secretarial Standard 2 on General Meeting.
17. Members are requested to send all communications relating to shares (Physical and Demate) to the Company's Registrar and Transfer agent at M/s Big share Services Private Limited, A/802, Samudra Complex, Near Klassic Gold Hotel, Girish Cold Drinks, Off. C.G. Road, Ahmedabad- 380009.

### GENERAL INSTRUCTIONS FOR VOTING:

18. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and

Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide its members, facility to exercise their right to vote at the 25th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

19. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
20. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".
21. 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
22. Mr. Kamlesh. M. Shah, Practicing Company Secretary, (Membership No. A8356 and COP No. 2072) (Address: 801-A, Mahalaj Complex, Opp: Hotel President, B/h. Fairdeal House, Swastik Cross Roads, Navrangpura, Ahmedabad: 380009) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
23. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the meeting, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and submit to the Chairman of the Company.
24. The Results declared by the Chairman along with the Scrutinizer's Report shall be placed on the Company's website [www.sumerugroup.in](http://www.sumerugroup.in) and on the website of CDSL within three (3) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and will be uploaded on website of Stock Exchange.
25. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., 17th September, 2018 only shall be entitled to avail the facility of remote e-voting/Insta Poll. A person who is not a member as on the cut-off date, should treat the Notice for information purpose only.
26. If the member is already registered with CDSL's e-voting platform, then he can use his existing User ID and password for casting the vote(s) through remote e-voting.
27. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 17th September, 2018 may obtain the Login ID and password by sending a request to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or RTA.
28. The process and manner for remote e-voting:
- (i) The voting period begins on Saturday, 22nd September, 2018 at 9:00 a.m. and ends on Monday, 24th September, 2018 at 5.00 P.M. 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 Monday, 17th September, 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](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID



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- 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](http://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 then 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"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The Sequence Number is printed on name and address sticker.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RAD0000001 in the PAN field.</li> </ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If 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).</li> </ul>

- (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 demate 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) You need to login again with the new credentials.
- (xii) Click on the EVSN for the relevant <Company Name> i.e. SUMERU 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same 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) 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](http://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](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 account(s) for which they wish to vote on.
  - The list of accounts 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.
- (xviii) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
29. VOTING AT AGM :-  
The members who have not cast their votes by remote e-voting, can exercise their voting rights at the AGM through ballot paper.
30. Information as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, brief profile of the Director proposed to be appointed/ reappointed at the Annual General Meeting is given below:



## SUMERU INDUSTRIES LIMITED

**28. Information as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, brief profile of the Director proposed to be appointed/ reappointed at the Annual General Meeting is given below:**

Name of Director	Mrs. Sonal V. Raja
DIN	07122685
Date of Birth	19/08/1958
Age	60 years
Educational Qualification	B.A.
Experience (No. of Years)	13 years
Business field in which Experience	Planning and communication
Date of Appointment as Director in the Company	31/03/2015
Shareholding in Sumeru Industries Ltd. (As on date of Notice)	7039982 shares consisting of 9.78% of total share capital
Member/ Chairman of any Committees in Sumeru Industries Limited	Member- Nomination and Remuneration Comm. and Stake holders relationship committee
Directorship held in any other Company	Virat Tradex Private Limited
Member/ Chairman of any committees of the Directors in other	
Companies with names of the Company.	NIL
Member of any Trade Association/ Charitable Organization/ NGOs etc.	NIL

Name of Director	Mr. Ambalal C. Patel
DIN	00037870
Date of Birth.	01/04/1944
Age.	74 years
Educational Qualification.	B.Sc. B.E.(Metallurgy) from Indian Institute of Science, Bangalore.
Experience (No. of Years)	44 Years.
Business field in which Experience.	Mr. A.C. Patel is Retired Dy. General Manager from Financial Institution GIIC Ltd. He has rich experience in the project planning, implementation, execution, project finance and appraisal. He has very good knowledge on Industries in the State of Gujarat. He also serves as Independent director on many reputed companies and provides excellent professional services as an Independent director to many listed corporate entities.
Original Date of Appointment as Director in the Company.	12/09/2005
Shareholding in Sumeru Industries Ltd. (As on date of Notice)	3,997 shares
Member/ Chairman of any Committees in Sumeru Industries Limited	Member- Audit Committee Member- Nomination and Remuneration Committee
Directorship held in any other Company.	Jindal hotels Ltd. S A L Steel Ltd. Ajmera Realty and Infra India Ltd. Nandan Denim Ltd. Shree Precoated Steels Ltd. CIL Nova Petrochemicals Ltd.
Member/ Chairman of any committees of the Directors in other Companies with names of the Company.	• Audit Committee: Jindal Hotels Ltd.- Member Ajmera Realty & Infra Ltd.-Member Shree Precoated Steels Ltd.- Member S A L Steels Ltd.- Member Nandan Denim Ltd. – Chairman CIL Nova Petrochemicals Ltd.- Chairman • Stakeholder's Relationship Committee: Nandan Denim Ltd.- Member CIL Nova Petrochemicals Ltd.- Chairman
Member of any Trade Association/ Charitable Organization/ NGOs etc.	N.A.