

NOTICE

NOTICE is hereby given that the 23rd Annual General Meeting of the members of the SUMERU INDUSTRIES LIMITED will be held on Friday the 23rd September, 2016 at 9:00 A.M. at "Sumeru" F.P. No. 123, B/h, 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 Balance Sheet as at March 31, 2016 and statement of Profit and Loss for the year ended on that date along with the Reports of Directors and Auditor's thereon.
- 2) To appoint a director, in place of Mrs. Sonal V. Raja (DIN NO. 07122685), who retires by rotation and being eligible, offers herself for re-appointment.
- 3) To Consider and if thought fit to pass with or without modification following Resolution as an ORDINARY RESOLUTION:

Ratification of Appointment of Statutory Auditor-

"RESOLVED THAT pursuant to provisions of Section 139 and other applicable provisions of Companies Act, 2013 read with Rule 4 and 6 of the Companies (Audit and Auditors) Rules, 2014, M/s Nitin K. Shah & Co., a firm of Chartered Accountants (CA FIRM Registration Number- 107140W), which was appointed as Statutory Auditor of the Company for 3 Financial years i.e. for the financial year 2014-15, 2015-16 and 2016-17 subject to ratification by members in every General Meeting, be and is hereby appointed as Statutory Auditor of the Company for the Financial Year 2016-17 at such remuneration as may be decided by Board of Directors in consultation with the Statutory Auditors."

PLACE : AHMEDABAD

DATE : 30-07-2016

**BY ORDER OF THE BOARD OF DIRECTORS
OF SUMERU INDUSTRIES LIMITED**

**NIDHI K. SHAH
COMPANY SECRETARY
ACS - 33325**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE VALID MUST BE RECEIVED BY COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.

A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS 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.

2. 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.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be titled to vote.
4. Members / Proxies / Authorised 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.
5. The Register of Members and the Share Transfer Books of the Company will be closed from 17-09-2016 to 23-09-2016 (both days inclusive).
6. All shareholders are requested to dematerialize their shareholding immediately as the shares are to be traded compulsorily in demat form only.
7. As a Green Initiative: SEBI and Ministry of Corporate Affairs encourages paperless communications as a contribution to greener environment.

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 demat 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 demat mode.

Members who wish to register their email ID can download the Green Initiative Form from the Company's website viz. www.sumerugroup.in

- 10.A member desirous of seeking any information on the accounts of the Company is 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. 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 valid Photo ID issued by any authority.

12. 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 mentioning your DP ID/ Folio and Client ID.

13. Members may also note that the Notice of this Annual General Meeting and the Annual Report for the year 2016 will also be available on the Company's website www.sumerugroup.in for their download. All the documents referred to in the accompanying Notice 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. VOTING: General Instructions for voting:
 - a. 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 read with clause 35B of the Listing Agreement, the Company is pleased to provide its members, facility to exercise their right to vote at the 23rd Annual General Meeting (AGM) by electronic means i.e. remote e.voting and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
 - b. The facility for physical 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.
 - c. 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.
 - d. 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 under help section or write an email to helpdesk.evoting@cdslindia.com.
 - e. Mr. Kamlesh. M. Shah, Practicing Company Secretary, (Membership No. A8356 and COP No. 2072) (Address: 801-A, Mahalay Complex, Opp: Hotel President, B/h. Fairdeal House, Swastik Cross Roads, Navrangpura, Ahmedabad: 380 009) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - f. 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 (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 their report to the Chairman of the Company.

- g. The Results declared by the Chairman along with the Scrutinizer's Report shall be placed on the Company's website 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 ASE and BSE Limited and will be uploaded on website of Stock Exchange.
- h. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 16-09-2016, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or RTA.

(I) The process and manner for remote e-voting are as under:

- (i) **EVS Number is 160820040** The voting period begins on 20-09-2016 at 9:00 a.m. and ends on 22-09-2016 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 of (record date) of 16-09-2016 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 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> <p>= 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 address label.</p> <p>= 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 RA00000001 in the PAN field.</p>

DOB	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.
Dividend Bank Detail	<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> <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> <p>= 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).</p>

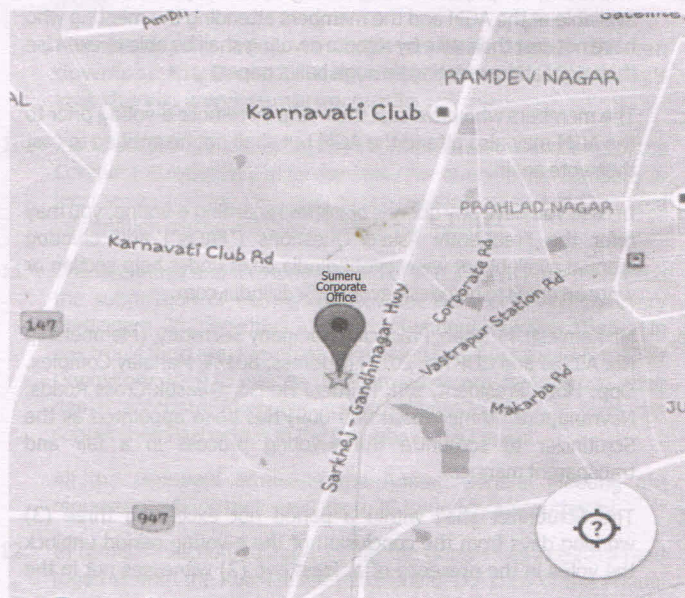
- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily 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 relevant <Company Name> i.e. SUMERU 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- 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.
- (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 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 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 password. The Compliance user would be able to link the account(s) for which they wish to vote on the account(s) for which they wish to vote on.
 - The list of accounts 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.
- (xvii) 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
- The list of accounts 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.
- (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, under help section or write an email to helpdesk.evoting@cdslindia.com

(III) VOTING AT AGM :-

The members who have not cast their votes either electronically or through Ballot Form, can exercise their voting rights at the AGM through ballot paper.

17. **Route Map** showing directions to reach to the venue of the 23rd AGM is given below as per the requirement of the Secretarial Standards-2 on "General Meeting."



SUMERU INDUSTRIES LIMITED**CIN No.-L65923GJ1994PLC021479**

Regd. Office: 10th Floor, Sumeru Centre, Near Parimal crossing, C. G. road, Ahmedabad-380007.
Tel No.-(079) 26652748, E-mail-investors.sumeru@gmail.com Website: www.sumerugroup.in

ATTENDANCE SLIP

(To be presented at the entrance)

23rd Annual General Meeting of the Company held on 23 september, 2016
at Final Plot No. 123, b/h. Andaz Party Plot, Makarba Cross Road, S.G. Highway Road, Ahmedabad-380 051.

Folio No. _____ DP ID no. _____ Client ID No. _____

Name of the Member _____ Signature _____

Name of the proxy Holder _____ Signature _____

1. Only Member/ Proxy holder can attend the meeting.
2. Member/ Proxyholder should bring his/her copy of the Annual Report to reference at the meeting.

SUMERU INDUSTRIES LIMITED**CIN No.-L65923GJ1994PLC021479**

Regd. Office: 10th Floor, Sumeru Centre, Near Parimal crossing, C. G. road, Ahmedabad-380007.
Tel No.-(079) 26652748, E-mail-investors.sumeru@gmail.com Website: www.sumerugroup.in

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014.

Name of the Member(s): _____

Registered Address: _____

Folio No./ Client ID No. _____ E mail ID: _____
DP ID No. _____

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

1. Name : _____
Address: _____
E mail ID: _____ Signature : _____ Or failing him
2. Name : _____
Address: _____
E mail ID: _____ Signature : _____ Or failing him
3. Name : _____
Address: _____
E mail ID: _____ Signature : _____ Or failing him

Affix
Revenue
Stamp

As my/our proxy to attend and vote (on a poll) for me/our behalf at the Annual General Meeting of the Company to be held on 23 september, 2016 at Final Plot No. 123, b/h. Andaz Party Plot, Makarba Cross Road, S.G. Highway Road, Ahmedabad-380 051. and at any adjournment thereof in respect of such resolutions as are indicated below:

No. and Particulars of Resolution	
1	Approval & adoption of the Audited Annual Accounts for the year ended on 31st March, 2015
2	Re-appointment of Sonal V. Raja (DIN-07122685) as Director
3	Appointment of Statutory Auditors

Signed this _____ day of _____, 2016

Signature of Shareholder _____ Signature of Proxyholder _____

Note: 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.