

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 24th Annual General Meeting of the members of the SUMERU INDUSTRIES LIMITED will be held on Monday, 25th September, 2017 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, 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, 2017.
- 2) To appoint Director in place of Mr. Vipul H. Raja (DIN-00055770), who retires by rotation and being eligible, offers himself for re-appointment.
- 3) To appoint 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, 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."

PLACE: AHMEDABAD.

DATE: 3RD JUNE, 2017

BY ORDER OF THE BOARD OF DIRECTORS
OF SUMERU INDUSTRIES LIMITED

NIDHI K. SHAH

COMPANY SECRETARY

ACS NO-A33325

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 Saturday, 23rd September, 2017.

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 titled to vote.
5. 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.
6. The Register of Members and the Share Transfer Books of the Company will be closed from Saturday, 16th September, 2017 to Monday, 25th September, 2017 (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. 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.
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.

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 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 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 24th Annual General Meeting is given herewith 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 Bigshare 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 24th 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.
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 under help section or

write an email to helpdesk.evoting@cdslindia.com.

22. 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: 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 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. 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. Saturday, 16th September, 2017, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or RTA.
26. The process and manner for voting:
 - (I) In case of members receiving e-mail
 - (i) The voting period begins on Friday, 22nd September, 2017 at 9:00 a.m. and ends on Sunday, 24th September, 2017 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 Saturday, 16th September, 2017 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	• Members who have not updated their PAN with the Company/Depository Participant are requested to use

	<p>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.</p> <ul style="list-style-type: none"> 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.
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 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> <ul style="list-style-type: none"> 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).

- (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) 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.
- (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
 - 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.
- (xix) 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
 - (xx) Shareholders can also cast their vote using CDSL's mobile app m.voting available for all mobile users. please follow the instructions as prompted by the mobile app while voting on your mobile.
 - (II) In case of member receiving the physical please follow all steps from Sr no. (i) to sr. no. (xvii) above to cast vote.

27. 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.



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	Mr. Vipul H. Raja
DIN	00055770
Date of Birth	22/11/1953
Age	63 years
Educational Qualification	B. Com
Experience (No. of Years)	42 years
Business field in which Experience	Company management and allied matters
Date of Appointment as Director in the Company	03/03/1994
Shareholding in Sumeru Industries Ltd. (As on date of Notice)	16995183 shares consisting of 23.60% of total share capital
Member/ Chairman of any Committees in Sumeru Industries Limited	Member- Audit Committee Member- Nomination and Remuneration Committee Member- Stakeholders Grievance Committee
Directorship held in any other Company	Gujrat Credit Corporation Limited Gujarat Jaypee Cement & Infrastructure Limited Virat Tradex Private Limited Astro Park LLP
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.	President of Shri Amdavad Dasha Shrimali Shrivak ni Nyat

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

Regd. Office: 10th Floor, Sumeru Centre, Near Parimal crossing, C. G. Road, Ahmedabad-380007.
 Corporate Office- "Sumeru", Behind Andaz Party Plot, S. G. Highway Road, Ahmedabad- 380058
 Tel No.-(079) 26652748, E-mail-investors.sumeru@gmail.com Website: www.sumerugroup.in

ATTENDANCE SLIP

(To be presented at the entrance)

24Th Annual General Meeting of the Company held on 25 september, 2017
 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.
 Corporate Office- "Sumeru", Behind Andaz Party Plot, S. G. Highway Road, Ahmedabad- 380058
 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: _____

E mail ID: _____

Folio No./ Client ID No. _____ 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

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 25 september, 2017 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:

Affix Revenue Stamp

No. and Particulars of Resolution	
1	Approval & adoption of the Audited Annual Accounts for the year ended on 31st March, 2017
2	Re-appointment of Vipul H. Raja (DIN-00055770) as Director, who retires by rotation and being eligible, offers himself for re-appointment.
3	Appointment of Statutory Auditors

Signed this _____ day of _____, 2017

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.