Date- 26th August, 2019

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 26th 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 26th Annual General Meeting of the Company is scheduled to be held on Monday, 26th September, 2019 at 9:00 A.M. at Registered office of the Company situated at Final Plot No.-123, Behind Andaz Party Plot, Makarba Cross Road, S. G. Highway, 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, 16th September, 2019 to Monday, 23rd September, 2019 (both days inclusive) for the purpose of 26th 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, 16th September, 2019 may cast their votes electronically on the businesses set out in the Notice of Annual General Meeting. The e-voting shall commence from Friday, 20th September, 2019 at 9.00 a.m. and ends on Sunday, 22nd September, 2019 at 5.00 p.m.

You are kindly requested to take the same on record.

Thanking you,

FOR SUMERU INDUSTRIES LIMITED

Nidhi Shah

Nidhi Shah
Company Secretary

SUMERU INDUSTRIES LTD. AHMEDABAD

Encl-

Notice of 26th Annual General Meeting

SUMERU INDUSTRIES LIMITED
CIN-L65923GJ1994PLC021479
Regd. Office: F.P. No-123, Behind Andaz Party Plot, Makarba Cross Road,
S. G.Highway, Makarba, Ahmedabad, Gujarat, 380058
Phone: +91 79 29708184 / 29704161 • Email: investors.sumeru@gmail.com • website: sumerugroup.in

SUMERU INDUSTRIES LIMITED

CIN No.-L65923GJ1994PLC021479

Regd. Office : Final Plot no-123, Behind Andaz Party Plot, Near Makarba Cross Road, S. G. Highway, Makarba, Ahmedabad-58

NOTICE

NOTICE is hereby given that the 26thAnnual General Meeting of the members of the SUMERU INDUSTRIES LIMITED will be held on Monday, 23rd September, 2019 at 9:00 A.M. at Registered office of the Company situated at Final Plot no-123, Behind Andaz Party Plot, Near Makarba Cross Road, S. G. Highway, Makarba, 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 on 31st March, 2019.

2) To appointa Director in place of Mr. Vipul H. Raja (DIN-00055770), who retires by rotation and being eligible, offers himself 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) Reappointment of Mr. Bhavin D. Mashruwala (DIN-00055910) as an Independent Director

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations') as may be in force from time to time. Mr. Bhavin D. Mashruwala (DIN-00055910), whose present term of office as an Independent Director expires on 26th Annual General Meeting has given his consent for re-appointment and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and SEBI Listing Regulations and is eligible for re-appointment and in respect of whom Notice has been received from a Member under section 160 of the Act proposing his re-appointment as a Director and whose re-appointment has been recommended by Nomination and Remuneration committee and by the Board of Directors be and is hereby re-appointed as an Independent Director of the Company, for a second term of five consecutive years from the conclusion of 26th Annual General Meeting in 2019 till the conclusion of 31st Annual General Meeting to be held in the year 2024 and his office shall not be liable to retire by rotation."

5) Reappointment of Mr. A. C. Patel (DIN-00037870) as an Independent Director

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations') as may be in force from time to time. Mr. Mr. A. C. Patel (DIN-00037870), whose present term of office as an Independent Director expires on 26th Annual General Meeting has given his consent for re-appointment and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and SEBI Listing Regulations and is eligible for re-appointment and in respect of whom Notice has been received from a Member under section 160 of the Act proposing his re-appointment as a Director and whose re-appointment has been recommended by Nomination and Remuneration committee and by the Board of Directors be and is hereby re-appointed as an Independent Director of the Company, for a second term of five consecutive years from the conclusion of 26th Annual General Meeting in 2019 till the conclusion of 31st Annual General Meeting to be held in the year 2024 and his office shall not be liable to retire by rotation."

6) Continuation of directorship of Mr. A. C. Patel (DIN- 00037870) as Independent Director on the board of the Company thought he has attained the age of 75 years.

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 has attained the age of 75 years on 1st April, 2019 and Company has passed necessary Special Resolution for continuation of his appointment as such in last AGM held on 25th September, 2018."

"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."

7) Borrowing money(ies) for the purpose of business of the Company

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 Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board), to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is Rs. 40 crores (rupees forty crores only) over and above the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit."

"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 as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

8) Creation of charge on the assets of the Company

To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT consent of shareholders of the company be and is hereby accorded, pursuant to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed Rs. 40 crores (rupees forty crores only) at any time."

"RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to finalize with Banks/Financial Institutions the documents for creating aforesaid mortgage and/or the charge and to do all such acts, deeds, matters and things as may be necessary, proper and expedient or incidental for giving effect to this resolution."

9) Consent of Members for making investments/ extending loans and giving guarantees or providing securities for and on behalf of group company/ associate Company/ Bodies Corporate/ business entity in which the Company has made strategic investment by way of loan or capital

To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 40 crores (rupees forty crores only)over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

PLACE: AHMEDABAD.
DATE: 17TH JULY, 2019

BY ORDER OF THE BOARD OF DIRECTORS
OF SUMERU INDUSTRIES LIMITED

NIDHI K. SHAH
COMPANY SECRETARY
ACS NO-A33325

NOTES:

1. In respect of resolutions at item No. 2, 4 and 5, 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 21st September, 2019.
3. Corporate Members intending to send their authorized representatives to attend the AGM are requested to senda 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 suchjoint holder who is higher in the order of names will beentitled to vote.
5. Members / Proxies / Authorised Representatives shouldbring the enclosed Attendance Slip, duly filled in, forattending the Meeting. Copies of the Annual Report orAttendance 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, 16th September, 2019 to Monday, 23rdSeptember, 2019 (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 thereunder,the copy of the Annual Report including Financialstatements, Board's report etc. and this Notice arebeing sent by electronic mode, to those memberswho have registered their email ids with their respectivedepository participants or with the share transfer agentof the Company, unless any member has requested fora physical copy of the same. In case you wish to get aphysical 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 accompanyingNotice and Explanatory Statement are available forinspection at the Registered Office of the Company onall working days (except Saturdays, Sundays and Publicholidays) between 11.00 a.m and 1.00 p.m. up to thedate of Annual General Meeting.
14. Members holding shares in more than one folio in thesame name(s) are requested to send the details of theirfolios along with share certificates so as to enable theCompany 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 26th 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 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 26thAnnual 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 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. 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., 16th September, 2019 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. 16th September, 2019, may obtain the Login ID and password by sending a request to helpdesk.evoting@cdslindia.com or RTA.
28. The process and manner for remote e-voting:

(i) The voting period begins on Friday, 20thSeptember, 2019 at 9:00 a.m. and ends on Sunday, 22nd September, 2019 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, 16th September, 2019 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 the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details **OR** Date of Birth (DOB)	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. • 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 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)Shareholders can also use Mobile app - "m - Voting" for e voting.

Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).

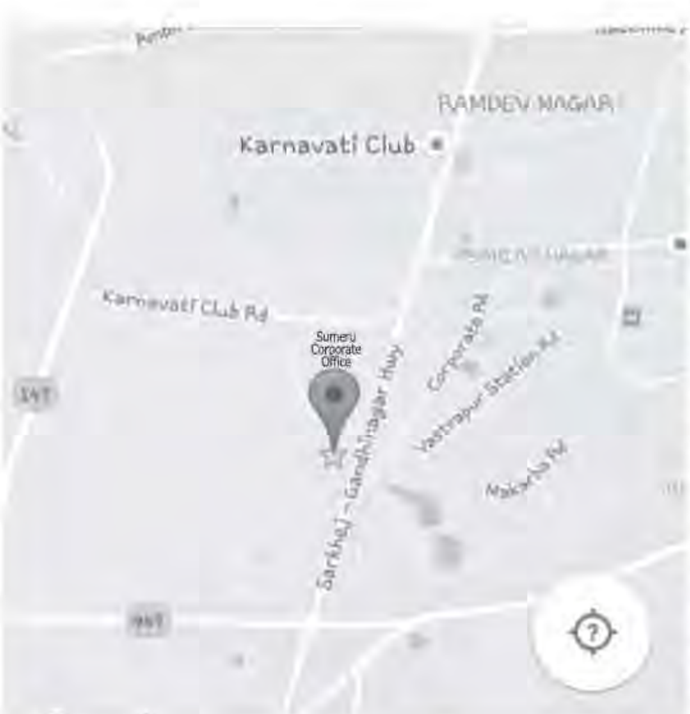
(xix) Note for Non – Individual Shareholders and Custodians

- 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 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.

(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

29. VOTING AT AGM :-

The members who have not cast their votes by remote e-voting, can exercisetheir voting rights at the AGM through ballot paper.



Item No-4 Reappointment of Mr. Bhavin D. Mashruwala (DIN-00055910) as an Independent Director

Mr. Bhavin D. Mashruwala is a businessman and he is possessing rich and vast experience in the field of trade, real estate and financial services.

Mr. Bhavin D. Mashruwala is a non-executive Independent Director of the Company. He is Chairman of Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee. In terms of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 149, 150, 152, read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Bhavin D. Mashruwala being eligible and seeking re-appointment , is proposed to be appointed as an Independent director for the second term of five consecutive years from the conclusion of 26th Annual General Meeting in 2019 till the conclusion of 31st Annual General Meeting to be held in the year 2024 and his office shall not be liable to retire by rotation.

In the Opinion of the Board, Mr. Bhavin D. Mashruwala, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and rules made thereunder and he is independent of the management. The Board considers that his continued association would be immense benefit to the company and it is desirable to continue to avail the services of Mr. Bhavin D. Mashruwala as an Independent Director.

Accordingly, the Board recommends the resolution to appoint Mr. Bhavin D. Mashruwala as an Independent Director for the Approval of members.

Except Mr. Bhavin D. Mashruwala, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4.

Brief resume of Mr. Bhavin D. Mashruwala containing nature of his expertise, names of Companies in which he holds directorship/ chairmanship or membership in committees and shareholding in the Company are given herein below.

Item No-5 Reappointment of Mr. A. C. Patel (DIN-00037870) as an Independent Director

Mr. A. C. Patel is Retired Deputy General Manager from Financial Institution GIIC Limited and he is possessing rich and vast experience in the field of project planning, implementation, execution, project finance and appraisal.

Mr. A. C. Patel is a non-executive Independent Director of the Company. He is member of Audit Committee and Nomination and Remuneration Committee. In terms of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 149, 150, 152 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. A. C. Patel being eligible and seeking re-appointment , is proposed to be appointed as an Independent director for the second term of five consecutive years from the conclusion of 26th Annual General Meeting in 2019 till the conclusion of 31st Annual General Meeting to be held in the year 2024 and his office shall not be liable to retire by rotation.

In the Opinion of the Board, Mr. A. C. Patel, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and rules made thereunder and he is independent of the management. The Board considers that his continued association would be immense benefit to the company and it is desirable to continue to avail the services of Mr. A. C. Patel as an Independent Director.

Accordingly, the Board recommends the resolution to appoint Mr. Mr. A. C. Patel as an Independent Director for the Approval of members. Except Mr. A. C. Patel, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.5.

Brief resume of Mr. A. C. Patel containing nature of his expertise, names of Companies in which he holds directorship/ chairmanship or membership in committees and shareholding in the Company are given herein below.

Item No-6 Continuation of directorship of Mr. A. C. Patel (DIN- 00037870) as Independent Director on the board of the Company thought he has attained the age of 75 years

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. Mr. Ambalal C. Patel (DIN- 00037870) has attained the age of 75 years on 1st April, 2019 and the Company has already passed Special Resolution in the last AGM held on 25th September, 2019 for continuation of his appointment as Non Executive independent Director. Board members have proposed to pass a special resolution for continuation of his term as such though he has completed 75 years of age.

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.

Item No-7 Borrowing money(ies) for the purpose of business of the Company

and

Item No-8 Creation of charge on the assets of the Company

At present, Company has not borrowed any funds from any bank or financial institutions. Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which may exceed the aggregate of the paid-up capital and the free reserves of the Company.

Hence it is proposed to increase the maximum borrowing limits uptoRs. 40 crores (rupees forty crores only). Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the proposed borrowing to be made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolution.

Item No-9 Consent of Members for making investments/ extending loans and giving guarantees or providing securities for and on behalf of group company/ associate Company/ Bodies Corporate/ business entity in which the Company has made strategic investment by way of loan or capital

As a part of strategic business investment, Company has made investment in LLP working in the field of Infrastructure and Redevelopment.

The Company may make investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including LLP) from time to time, in compliance with the applicable provisions of the Act.

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

As per the latest audited Balance Sheet of the Company as on 31st March 2019, sixty per cent of the paid-up share capital and free reserves amounts to Rs. 6.16 Crores while one hundred per cent of its free reserves amounts to Rs. 3.07 Crores. Therefore, the maximum limit available to the Company under Section 186(2) of the Act for making investments or giving loans or providing guarantees / securities in connection with a loan, as the case may be, is Rs. 6.16 Crores. As on 31st March 2019, the aggregate value of investments and loans made and guarantee and securities issued by the Company, as the case may be in Nil. In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for fixing the said limits.

The Directors recommend the Special Resolution as set out at Item No. 9 of the accompanying Notice, for Members' approval. None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolution.

INFORMATION ABOUT THE DIRECTORS WHO ARE PROPOSED TO BE APPOINTED/ RE-APPOINTED AT THE 26TH ANNUAL GENERAL MEETING AS PER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AS ON DATE OF NOTICE

Name of Director	Mr. Vipul H. Raja
DIN	00055770
Date of Birth	22/11/1953
Age	66 years
Educational Qualification	B. Com
Experience (No. of Years)	44 years
Business field in which Experience	He has vast experience of in Company Management and Commercial activities.
Date of Appointment as Director in the Company	03/03/1994
Shareholding in Sumeru Industries Ltd.	1,71,53,491shares consisting of 23.82% of total shares
Member/ Chairman of any Committees in Sumeru Industries Limited	Member- Audit Committee Member- Stakeholders Relationship Committee
Directorship held in any other Company	Gujrat Credit Corporation Limited Anaxis Trade and Services Pvt. Ltd. (Formerly ViratTradex Pvt. Ltd) AALPS Infraspace LLP (as a nominee of Sumeru Industries Limited)
Member/ Chairman of any committees of the Directors in other Companies with names of the Company.	N.A.
Member of any Trade Association/ Charitable Organization/ NGOs etc.	President of shri Amdavad Dasa Shrimadi Sharavak ni nyat

Name of Director	Mr. Bhavin D. Mashruwala
DIN	00055910
Date of Birth	03/07/1974
Age	45 years
Educational Qualification	B. Com
Experience (No. of Years)	23 years
Business field in which Experience	He has rich experience in Business of Trading, Real Estate & Financial Service
Date of Appointment as Director in the Company	30/05/1998
Shareholding in Sumeru Industries Ltd.	47,000 shares
Member/ Chairman of any Committees in Sumeru Industries Limited	Chairman- Audit Committee Chairman- Stakeholder's Relationship Committee Chairman- Nomination and Remuneration Committee
Directorship held in any other Company	The Sports Club Of Gujarat 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.	N.A.

Name of Director	Mr. Ambalal C. Patel
DIN	00037870
Date of Birth	01/04/1944
Age	75 years
Educational Qualification	B.Sc. B.E.(Metallurgy) from Indian Institute of Science, Bangalore.
Experience (No. of Years)	45 years
Business field in which Experience	Mr. A.C. Patel is Retired Dy. General Manager from Financial Institution GIIC Ltd. He has diverse 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.
Date of Appointment as Director in the Company	12/09/2005
Shareholding in Sumeru Industries Ltd.	3,997 shares
Member/ Chairman of any committees of the Directors in other Companies with names of the Company.	Member- Audit Committee Member- Nomination and Remuneration Committee
Directorship held in any other Company	S A L Steel Ltd. Ajmera Realty and Infra India Ltd. Shree Precoated Steels Ltd.
Member/ Chairman of any committees of the Directors in other Companies with names of the Company.	• Audit Committee: Ajmera Reality & Infra Ltd.-Chairman Shree Precoated Steels Ltd.- Member S A L Steels Ltd.- Member
Member of any Trade Association/ Charitable Organization/ NGOs etc.	N.A.