

Sumeet INDUSTRIES LIMITED

CIN: L45200GJ1988PLC011049

REGD.OFF.: 504, TRIVIDH CHAMBER, 5TH FLOOR, OPP. FIRE BRIGADE STATION, RING ROAD, SURAT-395002, INDIA
Phone (91-261) 2328902 · E-Mail: corporate@sumeetindustries.com · Visit us at: www.sumeetindustries.com

Date : 18-02-2025

To,
BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai-400 001

To,
National Stock Exchange of India Ltd
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E),
Mumbai-400 051

Scrip Code - 514211

Symbol - SUMEETINDS

Subject : Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligation & Disclosure Requirement Regulation) 2015

Dear Sir/Madam,

The Board of Directors at their meeting concluded on Thursday, February 13, 2025 had inter-alia approved the Postal Ballot Notice for seeking approval of members of the Company on Resolutions as set out in the said Postal Ballot Notice.

With reference to captioned subject, please find enclosed herewith Postal Ballot Notice together with the Explanatory Statement sent to the members of the Company whose names appear on the Register of Members / List of Beneficial Owners as on Friday 14, 2025.

The e-voting period shall commence on Wednesday, February 19, 2025 at 09.00 A.M. and shall end on Thursday , March 20, 2025 at 5.00 P.M.

You are requested to take the above on record.

Thanking You,
For Sumeet Industries Limited

ANIL KUMAR
SUMERMAL JAIN

Digitally signed by ANIL KUMAR SUMERMAL JAIN
DN: cn=ANIL KUMAR SUMERMAL JAIN, o=Sumeet Industries Limited, ou=, email=anil.kumar@sumeetindustries.com, c=IN

Company Secretary
(Anil Kumar Jain)

NOTICE OF POSTAL BALLOT

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('the Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, each as amended, General Circular No. 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs for holding general meetings / conducting the postal ballot process through e-voting (the 'MCA Circular'), and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) that the Resolutions as set out hereunder are proposed for approval by the Members of the Company as Ordinary and Special Resolutions by means of Postal Ballot by voting only through electronic means ('remote e-voting'):

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement setting out the material facts and the reasons / rationale pertaining to the said Resolutions is annexed to this Postal Ballot Notice for your consideration and forms a part of this Postal Ballot Notice.

The Board has appointed M/s Dhirren R. Dave & Co. Surat, Practicing Company Secretaries (UIN No. P1996GJ002900) as the scrutinizer ("Scrutinizer") for conducting the postal ballot /e-voting process in a fair and transparent manner.

In terms of the requirements specified in the MCA Circular, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday , February 14, 2025 ('cut-off date') and whose e-mail addresses are registered with the Company / Depositories. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circular, the manner of voting on the proposed Resolutions is restricted to e-voting only i.e. by casting votes electronically instead of submitting postal ballot forms. The communication of assent / dissent of the Members will take place through the remote e-voting system only.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI LODR Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of Bigshare Services Pvt Limited (Bigshare E-voting System i.e. i-Vote) to enable the members to cast their votes electronically using remote e-Voting system. The Company has made necessary arrangements with Bigshare Services Private Limited, Registrar and Share Transfer Agent ("RTA") to enable the Members to register their e-mail address. Those Members who have not yet registered their

e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice. This Postal Ballot Notice can also be accessed from the website of the Company at www.sumeetindustries.com, the website of the Stock Exchanges, i.e. BSE Limited ('BSE') at www.bseindia.com, NSE at www.nseindia.com and from the website of Bigshare Services Pvt. Limited (agency for providing the Remote e-Voting facility) i.e. <https://ivote.bigshareonline.com>

The remote e-voting period shall commence at 9.00 A.M. (IST) on Wednesday, February 19, 2025 and shall end at 5.00 P.M. (IST) on Thursday, March 20, 2025. Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-voting process before the end of the e-voting period. The remote e-voting will not be allowed beyond the aforesaid date and time, and the remote e-voting module shall be disabled by NSDL upon expiry of the aforesaid period.

E-VOTING STARTS ON	E-VOTING ENDS ON
Wednesday, February 19, 2025, at 9.00 A.M. (IST)	Thursday, March 20, 2025, at 5.00 P.M. (IST)

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman and Managing Director of the Company or any person authorized by him. The results of e-voting will be announced on or before **Saturday, March 22, 2025** and will be displayed on the Company's website at www.sumeetindustries.com and will also be communicated to the Stock Exchange(s) i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting, i.e. **Thursday, March 20, 2025**.

SPECIAL BUSINESS:

1. APPOINTMENT OF MR. ROHAN DIPAK BHAI MODH (DIN NO :10595328) AS AN EXECUTIVE DIRECTOR OF THE COMPANY

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

"RESOLVED that pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ('the Act') and the rules made thereunder, and Regulation 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, Mr. Rohan Dipak Bhai Modh (Din No :10595328), who was appointed by the Board of Directors as an Additional Executive Director of the Company effective from 9th day of January, 2025, pursuant to Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER that pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the Company be and is hereby accorded for the appointment and terms of remuneration of **Rohan Dipak Bhai Modh (Din No :10595328)** as an Executive Director for a period of 5 years commencing from 9th day of January, 2025 to 8th day of January, 2030 as approved by the Board of Directors, upon the terms and conditions set out in the Explanatory Statement annexed to this Postal Ballot Notice (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), with authority to the Board of Directors (which shall be deemed to include a Committee of the Board) to alter and vary the terms and conditions of the said appointment and remuneration in such manner as may be agreed to between the Board of Directors and Rohan Dipakbhai Modh.

RESOLVED FURTHER that the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

2. APPOINTMENT OF MRS. PRACHI ANKUR GANDHI (DIN NO.:06936663) AS AN INDEPENDENT DIRECTOR 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 Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, Mrs. Prachi Ankur Gandhi (Din No.:06936663), who was appointed as an Additional Director in the capacity of an Independent Director with effect from January 09, 2025, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as Director (Non-Executive and Independent Director) of the Company for a period of five years till January 08, 2030, and that she shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

3. TO ENTER TRANSACTIONS WITH RELATED PARTIES UNDER SECTION 188 OF THE COMPANIES ACT, 2013

To consider and if thought fit, to pass the following Resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and pursuant to the provisions of Regulation 23(4) and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time (hereinafter called “SEBI Listing Regulations”), and the Company’s policy on materiality of Related Party Transaction(s), and all applicable provisions of the Companies Act, 2013 (hereinafter called “the Act”) and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings held on 9th day of January, 2025 and subject to such other approvals, consents, permissions and sanctions of any authorities, as may be necessary, the consent and approval of the Members be and is hereby accorded to the Board of Directors (“the Board” which term shall be deemed to include a Committee of the Board) to enter into arrangements/transactions/contracts with parties as detailed in table in the explanatory statement annexed to this notice with respect to Sale, purchase or supply of goods or materials ,availing or rendering of any services ,appointment of agent for purchase or sale of goods or materials and services or appointment of such parties to any office or place of profit in the company or its subsidiary or associated company or any other transactions of whatever nature for a period of five years which are in the ordinary course of business of the Company and all the terms and conditions including pricing are at arm’s length basis, on such terms and conditions as the Board in its absolute discretion may deem fit.”

“RESOLVED FURTHER THAT, the Board of Directors of the company be and is hereby authorized to determine the actual sums to be involved in the transaction, to increase the value of the transactions (up 10%) and to final the terms and conditions including the period of transactions and all other matters arising out of or incidental to the proposed transactions and generally to do all acts deeds and things that may be necessary proper, desirable or expedient and to execute all documents, agreements and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, to finalize the terms and conditions of the transactions with the aforesaid parties, and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution.”

4. TO AMEND OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION 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 sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) and the rules framed thereunder, and other applicable regulations, rules and guidelines issued, if any, and subject to approval of Ministry of Corporate Affairs, and any other appropriate regulatory / statutory authorities and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authority, the consent of the members of the Company be and is hereby accorded to alter and amend existing Clause 3rd (A) [Main Object] of the Memorandum of Association of Company by inserting sub-clause No. 6 in the Memorandum of Association of the Company.”

“To carry on in India or elsewhere the business to generate, manufacture, receive, produce, improve, buy, sell, resell, acquire, use, transmit, accumulate, employ, distribute, develop, handle, protect, supply and to act as agent, broker representative, consultant, collaborator, trader or otherwise to deal in all energy giving products such as renewable and unconventional energy, solar energy products, Bio Energy, Bio Power by use of Fertilizers, Agricultural Produces, pyrolysis of tyre plastic and other natural resources with the use of latest technology and to establish Bio Mass plants, Wind Power Plants, Solar Power Plants, Atomic Power Plants, Gas based Power Plants, Thermal Power Plants, Hydraulic Power Plants and other power plants based on any sources of energy as may be developed or invented in future and provide all types of services for project financing, project approval, designing and engineering, installation and commissioning, own and develop renewable energy, construction of renewable energy, distribution of energy and power and related infrastructure.”

“RESOLVED FURTHER THAT any Director and Company Secretary of the company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto including but not limited to signing and filing all the e-forms and other documents with the statutory authorities along with the Ministry of Corporate Affairs and to execute all such documents, instruments and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Ministry of Corporate Affairs or such other Authority arising from or incidental to the said amendment and to delegate all or any of the powers conferred herein as they may deem fit.”

SUMEET INDUSTRIES LIMITED

Postal Ballot Notice

Registered Office:

504, Trividh Chambers
Opp. Fire Station,
Ring Road, Surat-395 002

By order of the Board of Directors

Sd/-

Anil Kumar Jain
Company Secretary

Place : **Surat**

Date : **18-02-2025**

Notes:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the proposed Resolutions given in this Postal Ballot Notice.
2. The details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Clause 1.2.5 of the Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India, in respect of the person seeking appointment as a Director is furnished in this Postal Ballot Notice.
3. In conformity with the regulatory requirements, this Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories on **Friday, February 14, 2025**, and who have registered their e-mail addresses with the Company or with the Depositories.
4. Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories on **Friday, February 14, 2025**, (cut-off date) will be entitled to cast their votes.
5. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
6. There will be one vote for every Client ID / folio number irrespective of the number of joint holders.
7. **Remote e-voting will commence at 9.00 a.m. on Wednesday, February 19, 2025 and will end at 5.00 p.m. on Thursday, March 20, 2025**, the remote e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be disabled by NSDL upon expiry of the aforesaid period.
8. The Board has appointed M/s Dhirren R. Dave & Co., Company Secretaries, Surat (UIN No. P1996GJ002900), as the scrutinizer ("Scrutinizer") for conducting the postal ballot /e-voting process in a fair and transparent manner. After completion of the scrutiny of votes received, the scrutinizer will submit the report to the Chairman of the Company. The Scrutinizer's decision on the validity of the voting shall be final.

9. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e. **Thursday, March 20, 2025**. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
10. The result of the voting will be declared within 2 days working days from conclusion of the e-voting period at the Registered Office of the Company. The result of the voting will also be posted on the Company's website www.sumeetindustries.com and communicated, simultaneously, to Stock Exchange (i.e. BSE & NSE), Registrar and Transfer Agent and e-Voting Agency.
11. Corporate / Institutional Members are entitled to appoint authorized representatives to vote on their behalf on the Resolutions proposed in this Postal Ballot Notice. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF / JPG Format) of their Board or governing body's Resolution/Authorization, authorizing their representative to vote through remote e-voting, to the Scrutinizer through e-mail at corporate@sumeetindustries.com with a copy marked to info@bigshareonline.com.
12. It is however clarified that Members of the Company as on cut-off date (including Members who may have not received this communication due to non-registration of their e-mail address with the Company / RTA / Depositories) shall be entitled to vote in respect of the Resolutions, in accordance with the process specified in this Postal Ballot Notice.

E-VOTING INTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:

- i. The voting period begins on **09.00 A.M on Wednesday , February 19, 2025** and ends on **5.00 P.M on Thursday, March 20, 2025**. 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 **Friday, February 14, 2025** may cast their vote electronically. The e-voting module shall be disabled by Bigshare E-Voting Services for voting thereafter.
- ii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and

maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders

holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

1. Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting</p>

	<p>period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select</p>

	<p>“Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

2. **Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “LOGIN” button under the ‘INVESTOR LOGIN’ section to Login on E-Voting Platform.
- Please enter you ‘USER ID’ (User id description is given below) and ‘PASSWORD’ which is shared separately on you register email id.
 - Shareholders holding shares in CDSL demat account should enter 16 Digit Beneficiary ID as user id.
 - Shareholders holding shares in NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID as user id.
 - Shareholders holding shares in physical form should enter Event No + Folio Number registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on I AM NOT A ROBOT (CAPTCHA) option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on 'LOGIN' under 'INVESTOR LOGIN' tab and then Click on 'Forgot your password?'
 - Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'Reset'.
- (In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).*

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "VOTE NOW" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "IN FAVOUR", "NOT IN FAVOUR" or "ABSTAIN" and click on "SUBMIT VOTE". A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "REGISTER" under "CUSTODIAN LOGIN", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "User id and password will be sent via email on your registered email id".

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on 'LOGIN' under 'CUSTODIAN LOGIN' tab and further Click on 'Forgot your password?'
- Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'RESET.
(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under "DOCUMENTS" option on custodian portal.
 - Click on "DOCUMENT TYPE" dropdown option and select document type power of attorney (POA).
 - Click on upload document "CHOOSE FILE" and upload power of attorney (POA) or board resolution for respective investor and click on "UPLOAD".
Note: The power of attorney (POA) or board resolution has to be named as the "InvestorID.pdf" (Mention Demat account number as Investor ID.)
 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select "VOTE FILE UPLOAD" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "UPLOAD". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all the material facts relating to the Resolution to be passed as mentioned in the accompanying Notice.

ITEM NO.1:

The Board of Directors have at its meeting held on 09th January,2025 appointed Mr. Rohan Dipak Bhai Modh (Din No :10595328), as an Additional Director and also as an Executive Director of the Company with effect from 09th January,2025 upto the conclusion of the ensuing General meeting. In terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the Company is required to obtain approval of shareholders for appointment of a director at the next Annual General Meeting or within a period of three months from the date of appointment, whichever is earlier.

Mr. Rohan Modh holds a Master's degree in management studies (MS) from Stevens Business School in the United States, and a Bachelor of Business Administration (B.B.A.) in Finance from South Gujarat University in India. He has worked with Corbridge Financial in New York, as well as at Raven Black Capital in the US, where he specialized in the insurance and investment banking sectors. He has rich experience in Project Finance and Investment Banking.

Mr. Rohan Modh is acknowledged for his strategic understanding of the Indian and International market opportunity with sharp focus on business development , operational experience to enter new markets to scale up businesses with a clear long term strategic vision and exceptional short and mid-term execution capabilities.

Taking into consideration his qualifications, experience and knowledge, the Board is of the view that the appointment of Mr. Rohan Modh as an Executive Director will be of immense benefit to the Company and the remuneration payable to him is commensurate with his abilities and experience.

The Company has received a notice under Section 160(1) of the Act proposing his candidature for the office of Director of the Company. The Company has received the consent to act as a Director and requisite declarations/ disclosures from Mr. Rohan Modh and a confirmation that he is not disqualified from being appointed as a Director under the provisions of Section 164 of the Act, nor debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India or any other such authority. Mr. Rohan Modh satisfies all the conditions set out in Part I of

Schedule V to the Act as also the conditions set out under Section 196(3) of the Act for being eligible for appointment.

Additional information in respect of Mr. Rohan Modh, pursuant to Regulation 36 of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2), is provided as Annexure to this Notice

The main terms and conditions of appointment of Mr. Rohan Modh are given below:

1. **Period :** 5 Years with effect from 9th January , 2025 to 8th January, 2030.

2. Remuneration:

I. Basic Salary: Rs.2,00,000/- Per month up to maximum of Rs. 3,00,000/- Per Month.

II. Perquisites:

- i. Rent-free residential accommodation (furnished or otherwise) with the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g. gas, electricity and water charges) for the said accommodation or house rent and maintenance allowance (in case residential accommodation is not provided by the Company) of 60% of the salary per annum or such other suitable amount as may be decided by the Board of Directors.
- ii. Reimbursement of hospitalization and actual medical expenses incurred as per the rules of the Company (this includes Mediclaim Insurance Premium).
- iii. Car facility and telecommunication facility as per the rules of the Company.
- iv. Reimbursement of actual travelling expenses for proceeding on leave once in a year in respect of self and family.
- v. Reimbursement of membership fees subject to maximum of two clubs, including admission and life membership fees.
- vi. Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity as per the rules of the Company.
- vii. Payment of premium in respect of personal accident policy which shall not exceed Rs.1,00,000/- per annum.
- viii. Leave as per Company's rules. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisite.

- ix. Reimbursement of entertainment expenses, travelling and all other expenses, actually and properly incurred for the purpose of the Company's business.
- x. No sitting fees shall be paid for attending the meeting of the Board of Directors or Committee thereof.

3. Minimum Remuneration

Notwithstanding anything to the contrary contained herein, where, in any financial year during the tenure of Mr. Rohan Modh, the Company has no profits or its profits are inadequate, the Company will pay remuneration to the maximum as laid down in Section II of Part II of Schedule V to the Companies Act, 2013 as minimum remuneration. As the terms of appointment and the remuneration proposed are in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said Special Resolution, save and except as shareholder to the extent of their shareholding, if any in the Company.

The consent of the members is, therefore, being sought for passing the special resolution for item no. 1 in the notice the Postal ballot.

ITEM NO. 2 :

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members of the company .

The Board of Directors have at its meeting held on 09th January,2025 has appointed Mrs. Prachi Ankur Gandhi (Din No.:06936663), as an Additional Independent of the Company with effect from 09th January,2025 upto the conclusion of the ensuing general meeting. In terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the Company is required to obtain approval of shareholders for appointment of a director at the next Annual General Meeting or within a period of three months from the date of appointment, whichever is earlier.

The Board of Directors has proposed that Mrs. Prachi Ankur Gandhi (Din No.: 06936663), be appointed as an Independent Director on the Board of the Company for period of 5 years, not liable to retire by rotation, commencing from 09/01/2025 to 08/01/2030.

Mrs. Prachi Ankur Gandhi is a fellow member of the Institute of Company Secretaries of India and Graduate in Law and Commerce. She is holding Certificate of Practice from ICSI (India) & have started her professional career with Fairdeal Filaments Ltd. in 2007 and now pursuing her individual Company Secretary Practice and proprietor of Prachi Shukla & Co. is into Corporate Law Advisory & Compliance practice for the past 10+ years. Her experience encompasses areas such as Pre-listing compliances, compliances under SEBI Rules & Regulations, FEMA relating matters and other Corporate Laws, Corporate due diligence, Amalgamation & Merger of Companies, company formation, Drafting and vetting of Memorandum and Articles of Association, Share Subscription Agreements, Shareholders' Agreement, Delisting of Company from Stock Exchange, Winding up & Liquidation of Company, Compliances required under Listing Agreement of company with Stock Exchange(s).

Mrs. Prachi Ankur Gandhi (Din No.:06936663), is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has received a declaration from her that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, she fulfils the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations. She is independent of the management and possesses appropriate skills, experience and knowledge.

Details of Mrs. Prachi Ankur Gandhi are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings("SS-2"), issued by the Institute of Company Secretaries of India.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said Ordinary Resolution, save and except as shareholder to the extent of their shareholding, if any in the Company.

The consent of the members is, therefore, being sought for passing the special resolution for item no. 2 in the notice the Postal Ballot.

ITEM NO. 3:

Your Company is engaged in the business of manufacturing of Polyester Chips and Polyester Yarns since around three decades. The company has been taken over by "Eagle Group"(Successful Resolution Applicant) of the company and accordingly management of the company has been taken over by Promoters of ".Eagle group ".

In line with the above objective and in the best interest of the Company, the present management of the Company has been entering into in the ordinary course of business and at arms' length basis as selling/buying/trading products from below mentioned is a " Related Pary" within the meaning of Section 2(76) of the Act .

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Regulations) provides for obtaining approval of the Shareholders for entering in to material related party transactions as provided therein. Further, in terms of the provisions of Section 188 (1) of the Companies Act, 2013 read with Rules framed thereunder, for entering into related party transactions where the transaction value exceeds the thresholds prescribed, prior approval of the Members by way of Ordinary Resolution is required.

Material Related Party Transaction means transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. The Company proposes to enter into transaction with related parties as provided below, from time to time, at the agreed terms of the transactions between the parties. The brief details of which are provided herein below

Name(s) of the Related Party	JPB Fibers	Eagle Synthetics Pvt. Ltd,
Name of Director(s) or KMP who is/are related	Amit G. Jaju, Sri Vallabh S. Bhandari, Anubha A. Bhandari, Pratik R. Jaju, Anoop R. Jaju, partners of the firm are relative of KMP (Executive Director)	Sudha Rajesh Jaju, Pratik Rajesh Jaju , Anoop R. Jaju Directors of the company are relative of KMP (Executive Director)
Nature of relationship	Buyers, Sellers & Traders	Buyers, Sellers & Traders
Material terms of the contracts/arrangements/ transactions	Buying, Selling , Transfer or receipt of Products , materials , services or any Financial obligations	Buying , Selling , Transfer or receipt of Products, materials, services or any Financial obligations
Period for which shareholders' approval is sought for the transactions	Up to 31 st March, 2029	Up to 31 st March, 2029
Salient terms of the contracts or arrangements or transactions including the value, if any	Rs. 500.00 Crores	Rs. 5.00 Crores
Are the transactions in the ordinary course of business	Yes	Yes
Are the transactions on an arm's length basis	Yes	Yes

Date(s) of approval by the Audit Committee: Board Meeting:	13.02.2025 13.02.2025	13.02.2025 13.02.2025
Amount paid as advances, if Any	The contract on continuous basis and company will take or give advances/ loans as per market situations	The contract on continuous basis and company will take or give advances/ loans as per market situations
Any other information relevant or important for the members to make a decision on the proposed transactions	None	None

ITEM No. 4

The company is going to setup 30 MW Solar based Captive Power Plant to source the power from Solar based renewal energy. The Board of Directors of the company in their meeting held on 09.01.2025 has decided to setup 30 MW of Solar based Power Plant under captive mode with an approx. project cost of Rs. 105.00 Crores. This will reduce cost of power substantially sourced by the company. So, it requires to make an addition/alteration with regard to Generation of Power in main clause of the company.

The Board of Directors ("Board") at its meeting held on 9th day of Janaury,2025 had approved the proposed alteration in the MOA of the Company as described above and the Board is now seeking Members' approval for the same. The proposed changes in object clause of MOA requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

A copy of Memorandum of Association proposed to be amended will be available for inspection in physical or in electronic form during 11 AM to 6 PM at the Registered Office of the company and copies thereof shall also be made available for inspection in physical or electronic form at the Registered Office of the Company.

None of the directors, Key managerial personnel(s) of the Company and their relative(s) are in anyway concerned or interested in the above referred resolution except to the extent of their shareholding, if any.

The consent of the members is, therefore, being sought for passing the special resolution for item no. 4 in the notice the Postal ballot.

Additional information as required under Regulation 36 of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 notified under Section 118 (10) of the Companies Act, 2013 are as under:

Name of the Director	Mr. Rohan Dipakbhai Modh	Ms. Ankita Siddharth Shah
Category	Executive Director	Independent Director
DIN	10595328	06936663
Date of Birth & Age	02-06-2001 , Aged : 24	05.07.1984 , Age : 41
Nationality	Indian	Indian
Date of Appointment on the Board	09-01-2025	09-01-2025
Appointment / Re-Appointment	Appointment	Appointment
Qualifications /Expertise and Experience	M.S.(Investment Banking) / 2 Years of Experience	ACS & LLB / 11 Years of experience
Experience & Nature of expertise in specific functional areas	Mr. Rohan Modh holds a Master's degree in Management Studies (MS) from Stevens Business School in the United States, and a Bachelor of Business Administration (B.B.A.) in Finance from South Gujarat University in India. He has worked with Corbridge Financial in New York, as well as at Raven Black Capital in the US, where he specialized in the insurance and investment banking sectors. He has rich experience in Project Finance and Investment Banking	She is a fellow member of the Institute of Company Secretaries of India and Graduate in Law and Commerce. She is holding Certificate of Practice from ICSI (India) & have started her professional career with Fairdeal Filaments Ltd. in 2007 and now pursuing her individual Company Secretary Practice and proprietor of Prachi Shukla & Co. is into Corporate Law Advisory & Compliance practice for the past 10+ years. Her experience encompasses areas such as Pre-listing compliances, compliances under SEBI Rules & Regulations, FEMA relating matters and other Corporate Laws, Corporate due diligence & Roc matters.

SUMEET INDUSTRIES LIMITED

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Remuneration last drawn	Nil	Nil
Relationship with other Directors & KMP	Not related to any Director / KMP	Not related to any Director / KMP
Number of Board meetings attended during the year	1 (One)	1 (One)
Directorship in other Public Limited companies	Nil	Nil
Chairman/member of the committee of the Board	Nil	Nil
Names of listed entities in which the person also holds the directorship and the membership of Committees of the Board along with listed entities from which the person has resigned in the past three years	Nil	Nil
Listed entities in which he has resigned in the past three years	Nil	Nil
Number of Equity Shares held in the company as on March 31, 2024	Nil	Nil
Terms and conditions of appointment	As per resolution at item no. 1 of this Notice, read with the Explanatory statement thereto	As per resolution at item no. 2 of this Notice, read with the Explanatory statement thereto
Number of meetings of the Board attended during the financial year 2023-24	Nil	Nil
Details of remuneration to be proposed	As approved by the Board from time to time within the overall remuneration as stated in the regulation and approved by the shareholders.	Sitting Fees to be paid as passed in the Board Meeting and Reimbursement of actual expenses
