

## NOTICE

**NOTICE** is hereby given that the 31<sup>st</sup> Annual General Meeting of the shareholders of **SUMAX ENGINEERING LIMITED** will be held on Tuesday, the 30<sup>th</sup> day of September 2025 at 11:00 AM at the Registered Office of the Company situated at Plot No. 45, Shantiniketan Colony, Mahendra Hills, East Marredpally, Secunderabad, Telangana - 500026, to transact the following business:

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### ORDINARY BUSINESS:

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED BALANCE SHEET AS AT MARCH 31, 2025, AND THE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE TOGETHER WITH THE NOTES ATTACHED THERETO, ALONG WITH THE REPORTS OF AUDITORS AND DIRECTORS THEREON.**
2. **TO APPOINT A DIRECTOR IN THE PLACE OF MR. SUDEEP MEHTA, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

### SPECIAL BUSINESS:

3. **TO APPOINT M/S. SUNIL & SANJAY, CHARTERED ACCOUNTANTS, HYDERABAD AS STATUTORY AUDITORS AND FIX THEIR REMUNERATION:**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or reenactment (s) thereof for the time being in force), and pursuant to the recommendations made by the Audit Committee and the Board of Directors at their meeting held on 01.09.2025, M/s. Sunil & Sanjay, Chartered Accountants, Hyderabad having ICAI Firm Registration No. 06144S be and are hereby appointed as the Statutory Auditors of the Company for a period of 5 years from the conclusion of this 31<sup>st</sup> Annual General Meeting till the conclusion of 36<sup>th</sup> Annual General Meeting of the Company to be held in the year 2030-31 at a remuneration as mentioned in the explanatory statement.

**FURTHER RESOLVED THAT** the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

**4. RE-APPOINTMENT OF MR. SUDEEP MEHTA AS MANAGING DIRECTOR FOR A PERIOD OF THREE (3) 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 Sections 178, 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Articles of Association of the Company), and pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the company be and is hereby accorded for the re-appointment of Mr. Sudeep Mehta (DIN: 00483072) as Chairman and Managing Director of the Company for a period of 3 (Three) years with effect from 01.09.2025 (at a remuneration of Rs. 10,00,000 /- p.m. (Rupees Ten Lakhs Only) and a variable amount of 0.5% on Net Sales / Turnover of the Company on per annum basis in the form of Bonus / Incentive and the Board of Directors be and is hereby authorized to vary or increase the remuneration, perquisites, and allowances etc., within such prescribed limits in terms of Schedule V of the Companies Act, 2013, as amended from time to time.

**RESOLVED FURTHER THAT**, in the event of losses or inadequacy of profits in any financial year during his tenure the Company shall pay to Mr. Sudeep Mehta, remuneration by way of salaries and allowances as specified above as minimum remuneration and in accordance with the limits specified under the Companies Act, 2013 read with Schedule V to the Companies Act, 2013, or such other limit as may be prescribed by the Government from time to time.

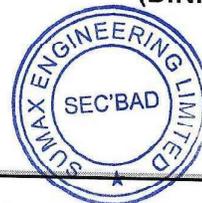
**RESOLVED FURTHER THAT** the Board be and is hereby authorized to approve the terms and conditions including any changes in remuneration and to do all such acts, deeds, matters and things as may be considered necessary, appropriate and desirable to give effect to the resolution.”

**For and on behalf of the Board  
Sumax Engineering Limited**

*Sudeep Mehta*

**Sudeep Mehta  
Managing Director  
(DIN: 00483072)**

**Place: Hyderabad  
Date: 01.09.2025**



**NOTES:**

1. A member entitled to attend, and vote is entitled to appoint a proxy to attend and vote instead of himself / herself and the proxy need not be a member of the company.
2. The instrument of Proxy in order to be effective shall be deposited at the Registered Office of the Company by not less than 48 hours before the commencement of the Meeting.  
  
Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.
3. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
4. Members are requested to notify any change in their address to the Company at its registered office.
5. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing the representative to attend and vote on behalf at the meeting.
6. Members attending the meeting are requested to bring with them the Attendance Slip and hand over at the attendance counter at the entrance of the meeting venue.
7. If any of the members wish to attend the AGM through video conferencing / other audio-visual means, kindly intimate the same on company's mail id: [info@sumaxindia.com](mailto:info@sumaxindia.com)

**For and on behalf of the Board  
Sumax Engineering Limited**

*Sudeep Mehta*

**Sudeep Mehta  
Managing Director  
(DIN: 00483072)**

**Place: Hyderabad  
Date: 01.09.2025**



**EXPLANATORY STATEMENT**  
**[Pursuant to Section 102 of the Companies Act, 2013]**

**ITEM NO.3: TO APPOINT M/S. SUNIL & SANJAY, CHARTERED ACCOUNTANTS, HYDERABAD AS STATUTORY AUDITORS AND TO FIX THEIR REMUNERATION.**

M/s. Dagliya & Co., Chartered Accountants Hyderabad, have tendered their resignation from the position of Statutory Auditors for the financial year 2025-26 at the Board Meeting held on 01.09.2025 with effect from 30.09.2025. Pursuant to sec. 139 (8), casual vacancy caused by the resignation of the auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company in their meeting held on 01.09.2025, pursuant to the recommendation of the Audit Committee, approved appointment of M/s. Sunil & Sanjay, Chartered Accountants, (FRN: 06144S), Hyderabad as the Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 31<sup>st</sup> AGM, till the conclusion of the 36<sup>th</sup> AGM of the Company to be held in the year 2030- 31, at a remuneration of Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand Only) per annum plus applicable taxes as may be mutually agreed by and between the Board of Directors of the Company and the Auditor and reimbursement of out-of-pocket expenses in connection with the Audit, subject to the consent of the members.

M/s. Sunil & Sanjay, Chartered Accountants have conveyed their consent for appointment as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made, will be within the limits specified under section 144 of the Companies Act, 2013. They have also confirmed that they are not disqualified from the appointment as Statutory Auditors in terms of the provisions of Sections 139 (1), 141 (2) and 141 (3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014 to hold office from the conclusion of this 31<sup>st</sup> Annual General Meeting until the conclusion of the 36<sup>th</sup> Annual General Meeting of the Company for the financial year 2029-30.

Accordingly, the Board of Directors at their meeting held on 01.09.2025 recommended appointment of M/s. Sunil & Sanjay, as Statutory Auditors of the Company for 5 years i.e., from the conclusion of 31<sup>st</sup> Annual General Meeting to conclusion of 36<sup>th</sup> Annual General Meeting and to audit the accounts for the Financial Years – 2025-26, 2026-27, 2027-28, 2028-29 and 2029-30 at a remuneration of Rs. 2,50,000/- per annum plus applicable GST and out of pocket expenses on actual basis (Rupees Two Lakhs Fifty Thousand Only).

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board of Directors recommends the Ordinary Resolution set out in the Notice of AGM for approval of the members.

**ITEM NO.4: RE-APPOINTMENT OF MR. SUDEEP MEHTA AS MANAGING DIRECTOR FOR A PERIOD OF THREE (3) YEARS.**

As per sections 196 and 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and pursuant to recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Sudeep Mehta as Managing Director of the Company for a term of three (3) years commencing from 01.09.2025 to 31.08.2028 with a remuneration of Rs. 10,00,000/- per month (Rupees Ten Lakhs Only) and a variable amount of 0.5% on Net Sales / Turnover of the Company on per annum basis in the form of Bonus / Incentive which is subject to approval of the shareholders with liberty to the Board of Directors to fix, alter or vary from time to time the terms and conditions of the said appointment including the remuneration in such manner as it may deem fit within the limits in that behalf contained in Schedule V of the said Act including any Statutory modification(s) in force or that may hereinafter be made thereto and as may be agreed by the Board of Directors and Mr. Sudeep Mehta in this regard.

The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the item no. 4. Accordingly, the Board of Directors recommends the passing of the above resolutions as a Special Resolution set out in item no. 4 of the notice for re-appointment of Mr. Sudeep Mehta (DIN: 00471678) as the Managing Director.

Save and except Mr. Sudeep Mehta, being an appointee and Mrs. Smriti Mehta, Whole-Time Director, none of the other Directors/Key Managerial Personnel and their relatives are in anyway interested or concerned financially or otherwise, in the Resolution set out in the notice.

**Information in accordance with Schedule V of Companies Act, 2013:**

**I. GENERAL INFORMATION:**

1.	<b>Nature of Industry:</b> Manufacturers of Automotive Consumables and Accessories			
2.	<b>Date or expected date of commencement of commercial Production:</b> Not Applicable as the Company is already in Operations.			
3.	<b>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospects:</b> Not Applicable			
4.	<b>Financial performance based on given indicators:</b>			
	<b>Particulars</b>	<b>2024-25 (Rs. In lakhs)</b>	<b>2023-24 (Rs. In lakhs)</b>	<b>2022-23 (Rs. In lakhs)</b>
	Turnover	14,612.14	13,078.12	12,682.09
	Net profit/loss after Tax	1,010.01	754.88	499.19
5.	<b>Foreign investments or collaborations, if any:</b> Not Applicable			

## II. INFORMATION ABOUT THE APPOINTEE:

S.No	Particulars	Mr. Sudeep Mehta
1.	Background Details.	M.B.A. Postgraduate
2.	Past Remuneration	Rs. 10,00,000 per month and a variable amount of 0.5% on Net Sales / Turnover of the Company on a per annum basis in the form of Bonus / Incentive
3.	Recognition or awards	Not Applicable
4.	Job Profile and his suitability	Identifying new business opportunities, designing Business and Marketing Strategies, introducing new product range and managing all the functions in General and Materials Procurement.
5.	Remuneration proposed	Rs. 10,00,000 per month and a variable amount of 0.5% on Net Sales / Turnover of the Company on a per annum basis in the form of Bonus / Incentive.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin).	Taking into consideration of the size of the Company, the profile of Mr. Sudeep Mehta and the responsibilities shouldered on him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial positions in other companies.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, or other director, if any	Besides the remuneration, he is holding 19,54,020 Equity Shares of the Company and he is the husband of Mrs. Smriti Mehta, Whole-Time Director of the Company.

## III. OTHER INFORMATION:

1.	<b>Reasons for inadequate profits:</b> Not Applicable
2.	<b>Steps taken or proposed to be taken for improvement:</b> Necessary efforts are being made to increase the revenue to explore various opportunities and to achieve a better growth.
3.	<b>Expected increase in productivity and profit in measurable terms:</b> The company is committed to build the business operations, and it is believed that financial position of the company will increase considerably in the coming years.

The Board of Directors recommends the Special Resolution set out in the Notice of AGM for approval of the members.

For and on behalf of the Board  
Sumax Engineering Limited

Place: Hyderabad  
Date: 01.09.2025

*Sudeep Mehta*

Sudeep Mehta  
Managing Director  
(DIN: 00483072)

