

7th June, 2019

To,

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C-1,
G Block, Bandra Kurla Complex,
Bandra (E), Mumbai 400051

Sub: Notice of 23rd Annual General Meeting and Book Closure

Ref: NSE – SUMIT

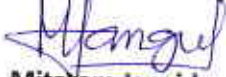
This is to inform you that 23rd Annual General Meeting ('AGM') of the Company will be held on Thursday, 4th July, 2019 at the registered office of the Company at B - 1101, Express Zone, Diagonally Opp. to Oberoi Mall, W.E. Highway, Malad (East), Mumbai – 400097 to transact the businesses stated in the Notice enclosed herewith.

Pursuant to provisions of Clause 42 of the SEBI (LODR) Regulations, 2015, notice is hereby given that the register of members and share transfer books of the company will remain closed from Saturday, 29th June, 2019 to Thursday, 4th July, 2019, both days inclusive and record date for purpose of holding the AGM will be Friday, 28th June, 2019.

Yours faithfully,

For **SUMIT WOODS LIMITED**

(formerly known as Sumit Woods Private Limited)



Mitaram Jangid

(Managing Director)

DIN: 00043757



C.C.:

National Securities Depository Ltd.

Trade World "A" Wing, Kamala Mills Compound, 4th
Floor, Senapati Bapat Marg, Lower Parel, Mumbai - 400
033

Central Depository Services (India) Ltd.

25th Floor, Marathon Futurex, N M Joshi
Marg, Lower Parel (East), Mumbai - 400013

Big Share Services Pvt. Ltd.

1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis,
Makwana Road, Marol, Andheri East, Mumbai,
Maharashtra 400059

Sumit Woods Ltd. (Formerly Known as "Sumit Woods Private Limited")

B - 1101, Express Zone, W.E. Highway, Diagonally Opp. to Oberoi Mall, Malad (East), Mumbai - 400 097

Tel.: 022-2874 9966 / 9977, Fax: 022-2874 3377

Web.: www.sumitwoods.com • Email : contact@sumitwoods.com

CIN No : L36101MH1997PLC152192



SUMIT WOODS LIMITED

CIN: L36101MH1997PLC152192

Registered Office: B - 1101, Express Zone, Diagonally Opp. to Oberoi Mall, W.E. Highway, Malad (East), Mumbai – 400097

Tel. No.: +91-022 2874 9966 / 77 **Fax No.:** +91-022 2874 3377

E-mail: cs@sumitwoods.com **Website:** www.sumitwoods.com

To,

The Members,

NOTICE is hereby given that the Twenty Third Annual General Meeting of the Members of **Sumit Woods Limited** will be held at the registered office of the Company at B - 1101, Express Zone, Diagonally Opp. to Oberoi Mall, W.E. Highway, Malad (East), Mumbai – 400097 on Thursday, the 4th day of July 2019 at 4:00 P.M for the purpose of transacting the following business:

ORDINARY BUSINESS

1.To consider and adopt:

a. the Audited Standalone Financial Statement of the Company for the Financial Year ended 31st March, 2019, together with the Reports of the Board of Directors and the Statutory Auditors thereon; and

b. the Audited Consolidated Financial Statement of the Company for the Financial Year ended 31st March, 2019, together with the Report of the Statutory Auditors thereon.

2. To appoint a Director in place of Mr. Mitaram Jangid, (DIN: 00043757), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

To consider increase in Authorised Share Capital of the Company

3. 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 Section 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and reenactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs. 17,00,00,000/- (Rupees Seventeen Crore only) divided into 1,70,00,000 (One Crore Seventy Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 35,00,00,000/- (Rupees Thirty Five Crore only) divided into 3,50,00,000 (Three Crore Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each by creating additional 18,00,00,000/- (Rupees Eighteen Crore Only) divided into 1,80,00,000 (One Crore Eighty Lakh) equity shares of Rs. 10/- (Rupees Ten only) each.”

FURTHER RESOLVED THAT the directors of the Company be and are hereby severally authorised to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution.”

4. To alter the capital clause of the Memorandum of Association

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 Section 61 and 13 and other applicable provisions, if any, of the Companies Act, 2013, read with (Share Capital and Debentures) Rules, 2014 (Including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of Sumit Woods Limited and subject to the approval of the Members, the Board of Directors be and is hereby accord its consent to increase the authorized share capital of the company from Rs. 17,00,00,000/- (Rupees Seventeen Crore only) divided into 1,70,00,000 (One Crore Seventy Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 35,00,00,000/- (Rupees Thirty Five Crore only) divided into 3,50,00,000 (Three Crore Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each by creating additional 18,00,00,000/- (Rupees Eighteen Crore Only) divided into 1,80,00,000 (One Crore Eighty Lakh) equity shares of Rs. 10/- (Rupees Ten only) each ranking paripassu with the existing shares of the Company”

RESOLVED FURTHER THAT the Clause V of the Memorandum of Associations of the Company is altered accordingly and substituted with the following clause

V. The Authorised Share Capital of the Company is Rs 35,00,00,000/- (Rupees Thirty Five Crore only) divided into 3,50,00,000 (Three Crore Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each, The minimum paid up capital shall be Rs. 5,00,000/- (Rupees Five Lakh only). with the rights, privileges and conditions attaching thereto as are provided by the Articles of Association of the Company for the time being, with power to increase and reduce the Capital and to divide the shares in the capital for the time being into several classes and to attach thereto, respectively and such preferential qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by law or provided by the Articles of Association for the time being of the

Company.

FURTHER RESOLVED THAT any Director or the Company Secretary be and is hereby severally authorised to file statutory application and other forms, remit fees and to do all such acts, deeds and things as may be necessary and incidental thereto to give effect to the aforesaid Resolution”

5. To alter the Articles of Association

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force), provisions of the Articles of Association, and subject to the approval of the Members, the existing Article 1 sub-point II of the Articles of Association of the Company be and is hereby altered by substituting the following new Article 1 sub-point II:

II. The Authorised Share Capital of the Company is Rs 35,00,00,000/- (Rupees Thirty Five Crore only) divided into 3,50,00,000 (Three Crore Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each, The minimum paid up capital shall be Rs. 5,00,000/- (Rupees Five Lakh only).

“FURTHER RESOLVED THAT any Director or the Company Secretary be and is hereby severally authorised to file statutory application and other forms, remit fees and to do all such acts, deeds and things as may be necessary and incidental thereto to give effect to the aforesaid Resolution”

6. To Issue Bonus Shares

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

RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India ("RBI") from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors, consent of the members be and is hereby accorded to the Board of Directors of the Company ("the Board", which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalisation of a sum not exceeding Rs. 16,00,00,000/- (Rupees Sixteen Crore only) from and out of the capital redemption reserve, the securities premium account and/or any other permitted reserves/ surplus of the Company, as may be considered appropriate for the purpose of issue of bonus equity shares at the ratio of 1:1 i.e. holder of 1 equity share shall be issued 1 fully paid equity share, aggregating to further issue of 1,52,93,522 (One Crore Fifty Two Lakh Ninety Three Thousand Five Hundred and Twenty Two) Equity shares of Rs. 10/- (Rupees Ten only) each amounting to Rs. 15,29,35,220 /- (Rupees Fifteen Crore

Twenty Nine Lakh Thirty Five Thousand Two Hundred and Twenty only). Each shares held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member, subject to the Approval of Migration i.e Company is migrating from National Stock Exchange SME to National Stock Exchange Main Board;

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank in all respects with the fully paid-up equity shares of the Company as existing on the Record Date;

RESOLVED FURTHER THAT the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT in the case of members who hold shares or opt to receive the shares in dematerialised form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in the case of members who hold equity shares in certificate form, the share certificate(s) in respect of the bonus equity shares shall be despatched, within such time as prescribed by law and the relevant authorities;

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, as may be necessary;

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the securities of the Company are presently listed as per the provisions of the Listing Regulations and

other applicable regulations, rules and guidelines subject to the approval of NSE regarding the Migration of the Company from NSE SME Emerge to NSE Main Board.

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 and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

7. Migration of Listing / trading of Equity Shares of the Company from NSE SME Platform i.e. Emerge to Main Board of NSE

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

“**RESOLVED THAT** pursuant to section 106 U (2) of SEBI (ICDR) regulations and other applicable provision of Securities And Exchange Board Of India Act, 1992 and rules and regulations made there under, Securities Contract Regulations Act, 1956 and Rules made there under, SEBI (Issue of Capital And Disclosure Requirements) Regulation, 2009 Companies Act, 2013 and any re-enactments or modification thereto and rules made there under and subject to the provision of Small and Medium Enterprises Listing Agreement and Listing Agreement for listing of securities on Main Board of a Stock Exchange and subject to the applicable laws and by-laws and rules and regulation of respective Stock Exchange, and subject to all other modifications, enactments, re-enactments and amendments to the above and all other applicable laws and subject to the approval if any or any of the Statutory authorities such as Securities And Exchange Board of India (SEBI), concerned Register of Companies (ROC), Reserve Bank Of India

(RBI), Competition Commission of India and any other authority approval of which may be required for the purpose, approval of Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to get 3,05,87,044 number of Equity Shares of the Company of Face Value Rs. 10/- (Rupees Ten only) per Share, currently listed on National Stock Exchange EMERGE, migrated to National Stock Exchange Main Board and listed on the exchange, at the prevailing market price on the date of Migration.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, instrument and writing as may be required and to file all such applications, papers, documents in relation to above and to fulfil all such legal formalities in the said connection and to form any committee of Directors or any Director and / or Officer of the Company and to appoint any such attorney/person to represent before the concerned authority and to delegate such powers to such person/representative, to give effect to this resolution.”

NOTE: IN ACCORDANCE WITH REGULATION 106 U (2) OF SEBI (ICDR) REGULATIONS, 2009 THE BELOW MENTIONED SPECIAL RESOLUTION SHALL BE ACTED UPON IF AND ONLY IF THE VOTES CAST BY SHAREHOLDERS OTHER THAN PROMOTERS IN FAVOUR OF THE PROPOSAL AMOUNT TO AT LEAST TWO TIMES THE NUMBER OF VOTES CAST BY SHAREHOLDERS OTHER THAN PROMOTER SHAREHOLDERS AGAINST THE PROPOSAL.

By Order of the Board of Directors
for **Sumit Woods Limited**
(formerly known as **Sumit Woods Private Limited**)

Bhushan Nemlekar
Whole-Time Director
DIN: 00043824

Registered Office:

B - 1101, Express Zone, Diagonally Opp. to Oberoi Mall, W.E. Highway, Malad (East), Mumbai – 400097

Place: Mumbai

Date: 23rd May, 2019

Notes:

a. The Company's Statutory Auditors, M/s SSRV & Associates, were appointed as Statutory Auditors of the Company for a period of five consecutive years at the Annual General Meeting of the Members held on 30th September, 2017 on remuneration to be determined by the Board of Directors. Their appointment was subject to ratification by the Members at every subsequent Annual General Meeting held after the AGM held on 30th September, 2017.

Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from 7th May, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute.

In view of the above, ratification of the Members for continuance of their appointment at this Annual General Meeting is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

b. The respective Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item Nos. 3 to 7 of the accompanying Notice is annexed hereto.

c. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF

AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

In order that the appointment of a proxy is effective, the instrument appointing a proxy must be received at the Registered Office of the Company not later than forty-eight hours before the commencement of the Meeting.

d. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other Member.

e. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with the specimen signature(s) of their representative(s) who are authorized to attend and vote on their behalf at the Meeting.

f. Members, Proxies and Authorized Representatives are requested to bring to the Meeting, the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DPID and Client ID/Folio No.

g. In case of joint holders attending the Meeting, the joint holder who is highest in the order of names will be entitled to vote at the Meeting.

h. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days, during the office hours except Saturdays, Sundays and all public holidays up to the date of the Meeting.

i. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 29th June, 2019 to Thursday, 4th July, 2019, both days inclusive for purpose of holding the AGM.

j. SEBI, vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, amended Regulation 40 of SEBI Listing Regulations pursuant to which after 5th December, 2018 transfer of securities could not be processed unless the securities are held in the dematerialized form with a depository. The said deadline was extended up to 31st March, 2019.

Members holding shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode.

General Information on voting through electronic means/Ballot:

i. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and sub clauses (1) & (2) of Clause 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the Company is offering e-voting facilities to its Members in respect of the business to be transacted at the 23rd Annual General Meeting. The Company has engaged the services of National Securities Depository Limited (NSDL) as the authorized agency to provide the e-voting facility. It is clarified that it is not mandatory for a Member to vote using remote e-voting facility.

In order to facilitate those Members, who do not wish to use the remote e-voting facility, the Company is enclosing a Ballot Form. Resolutions passed by Members through remote e-voting or ballot forms are

deemed to have been passed as if they have been passed at the Annual General Meeting (AGM) of the Company.

ii. The facility for e-voting shall also be made available at the venue of the AGM for those Members who have not cast their votes earlier.

iii. Members who have cast their votes by remote e-voting or by Ballot Form prior to the AGM may also attend the Meeting but they shall not be entitled to cast their votes again.

iv. M/s Kudtarkar & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer for overseeing the physical voting and remote e-voting process in a fair and transparent manner.

v. The Scrutinizer shall submit his report to the Chairman. The results declared along with the report of the Scrutinizer will be placed on the website of the Company www.sumitwoods.com and on the website of NSDL www.evoting.nsdl.com within two days of passing the resolutions at the AGM. The results will also be uploaded on the NSE-NEAPS Portal.

vi. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Annual General Meeting.

Procedure for e-Voting as prescribed by NSDL:

For Members whose e-mail addresses are registered with the Company/Depositories:

Open the e-mail received from NSDL and follow instructions mentioned therein to cast your vote.

For Members whose e-mail addresses are not registered with the Company/Depositories:

Members will receive a Ballot Form along with the Annual Report. They have two options:

i. To opt for voting by Physical Ballot: Those Members who choose to cast their votes by a physical ballot or who do not have access to e-Voting facility, should fill in the Ballot Form and post the same to the Company at the address mentioned in the enclosed Business Reply Envelope.

OR

ii. To opt for remote e-voting: Follow the steps mentioned herein below, to cast your votes.

How to vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Step 1: How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under “Shareholders” section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID
For Members who hold shares in demat account with NSDL	8 character DPID followed by 8 Digit Client ID For example if your DPID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example, if folio number is A00005 and EVEN is 110406 then user ID is 110406A00005

5. Your password details are given below:

a. If you are already registered for e-voting, then you can use your existing password to log-in and cast your vote.

b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the “initial password” which was communicated to you. Once you retrieve your “initial password” you need to enter the “initial password” and the system will force you to change your password.

c. How to retrieve your “initial password”?

i. If your email ID is registered in your demat account or with the Company, your “initial password” is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a.pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your “User ID” and your “initial password”.

ii. If your email ID is not registered, your “initial password” is communicated to you through post at your registered address.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

a. Click on “Forgot User Details/Password?”(if you are holding shares in your demat account with NSDL or CDSL), option is available on www.evoting.nsdl.com.

b. Click on “Physical User Reset Password?”(If you are holding shares in physical mode), option is available on www.evoting.nsdl.com.

c. If you are still unable to get the password by the aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, PAN, name and registered address.

7. After entering your password, tick on Agree to “Terms and conditions” be selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful log-in at step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After clicking on Active voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.

3. Select “EVEN” of the Company.

4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

6. Upon confirmation, the message “Vote cast successfully” will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csrohitk19@gmail.com with a copy marked to evoting@nsdl.co.in

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Additional Information:

1. Members are requested to update their mobile numbers and email IDs in the user profile details of the folio, which may be used by the Company for sending future communication(s) to them.

2. Any person, who acquires shares of the Company and becomes a Member of the Company after despatch of the Notice, holds

shares as of the cut-off date i.e. Friday, 28th June, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if the Member is already registered with NSDL for remote e-voting then he/she can use his/her existing User-ID and password for casting the vote.

Other Instructions

- i. 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 i.e. Friday, 28th June, 2019.
- ii. Only those Members whose names are recorded in the Register of Members of the Company or in the register of Beneficial Owners maintained by the Depositories as on the cut-off date shall be entitled to vote. If a person was a Member on the dates of the Book Closure (Saturday, 29th June, 2019 to Thursday, 4th July, 2019, both days inclusive) but has ceased to be a Member on the cut-off date i.e. Friday, 28th June, 2019, he/she will not be entitled to vote. Such person should treat this Notice for information purposes only.
- iii. The e-voting period commences on Monday, 1st July, 2019 (9.00 a.m. IST) and ends on Wednesday, 3rd July, 2019 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form as on Friday, 28th June, 2019, may cast their votes by remote e-Voting. The remote e-Voting module will be disabled by NSDL for voting thereafter.
- iv. Members who opt to cast their votes by physical ballot may send the duly completed Ballot Form (enclosed with the Annual Report) to the Scrutinizer in the enclosed postage pre-paid self-addressed envelope. Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted. Members have the option to request for duplicate copy of the Ballot Form by sending an e-mail to cs@sumitwoods.com by mentioning their Folio No./DP ID and Client ID No.

Ballot Forms received after this date will be treated as invalid.

- v. A Member can opt for only one mode of voting i.e. either through e-Voting or by Ballot. If a Member casts vote by both modes, then voting done through e-Voting shall prevail and Ballot shall be treated as invalid.

The Scrutinizer shall, within a period not exceeding two working days from the conclusion of the e-Voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Report of the votes cast in favour or against, if any, forthwith to the Chairman or such person authorized by him in this behalf.

By Order of the Board of Directors
for Sumit Woods Limited
(formerly known as Sumit Woods Private Limited)

Bhushan Nemlekar
Whole-Time Director
DIN: 00043824

Registered Office:
B - 1101, Express Zone, Diagonally Opp. to
Oberoi Mall,
W.E. Highway, Malad (East), Mumbai –
400097

Place: Mumbai
Date: 23rd May, 2019

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item Nos. 3, 4, 5 and 6:

The Board of Directors at its meeting held on 23rd May, 2019, subject to consent of the members of the Company, approved and recommended issue of bonus equity shares of the Company in the proportion of 1:1 that is 1 (One) fully paid-up equity share of Rs.10/- (Rupees Ten only) each for every 1 (One) existing fully paid-up equity share of 10/- (Rupees Ten only) each by capitalising a sum not exceeding Rs. 16,00,00,000/- (Rupees Sixteen Crore only) out of capital redemption reserve / securities premium account and/or any other permitted reserves / surplus of the Company, as may be considered appropriate.

Article 38 of the Articles of Association of the Company permits capitalisation of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts (including securities premium account and capital redemption reserve account), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares.

In order to facilitate issue of bonus shares and for further requirements, if any, it is proposed to increase the Authorised Share Capital to 35,00,00,000/- (Rupees Thirty Five Crore only) divided into 3,50,00,000 (Three Crore Fifty Lakhs Only) equity shares of Rs. 10/-(Rupees Ten only) each.

The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company and issue of bonus equity shares by way of capitalisation of the sums standing to the credit of capital redemption reserve / securities premium account and/or any other permitted reserves / surplus of the Company, as maybe considered appropriate for the purpose of issue of bonus equity shares requires members' approval in terms of Sections 13, 61 and 63 of the Companies Act, 2013 and other applicable statutory and regulatory approvals.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 3, 4, 5 and 6 of this Notice except to the extent of their shareholding in the Company.

The Board recommends the Ordinary Resolutions set out at Item Nos. 3, 4, and 6 and Special Resolution for Item No. 5 of this Notice for approval by the members.

Item No. 7

The Company's shares have been listed on NSE SME Emerge since 10th September, 2018 till date. Due to Proposed Issue of Bonus Shares, paid up capital of the company is proposed to increase to 30,58,70,440 i.e. it is likely to increase beyond twenty five crore rupees as stated in Reg.106(U)(2), and hence to comply with the regulation 106(U)(2) it is required to migrate from NSE SME Emerge to NSE Main Board.

Further, The Company's Operation have been increasing at a rapid pace. In view of increasing business activities and for strong brand building, the Board of Directors has accordingly decided to migrate from NSE SME Emerge to NSE Main Board. The Listing on the Main Board is likely to have wider participation from investors at large and trading in the Equity Shares of the Company on the Main Board will go on the

long way in enhancing the image and goodwill of the Company. The benefits of listing on the Main Board in the form of market Capitalization, enhanced liquidity, larger participation, visibility etc., will accrue to the Shareholders of the Company.

By Migrating on the Main Board the goodwill and the growth of the Company will increase and Company will be able to expand its business. The Migration Policy from SME Platform to Main Board requires approval of members by way of Special Resolution. The Shareholders approval for the said purpose is sought through this resolution as required under Chapter XB of SEBI ICDR Regulations.

Please note that the proposed special resolution shall be acted upon if the votes cast by Public Shareholders in favour of the Proposal amount to at least 2 times the number of votes cast by the public shareholders against the proposal. It is in the interest of all the shareholders including public shareholders to migrate the Equity Shares of the company on the Main Board of NSE and hence management recommends the passing of said resolution and seeks shareholders' approval through Postal Ballot.

By Order of the Board of Directors
for **Sumit Woods Limited**
(formerly known as **Sumit Woods Private Limited**)

Bhushan Nemlekar
Whole-Time Director
DIN: 00043824

Registered Office:
B - 1101, Express Zone, Diagonally Opp. to Oberoi Mall,
W.E. Highway, Malad (East), Mumbai – 400097
Place: Mumbai
Date: 23rd May, 2019

Profile of Director

Details of Directors proposed to be appointed/re-appointed as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements)

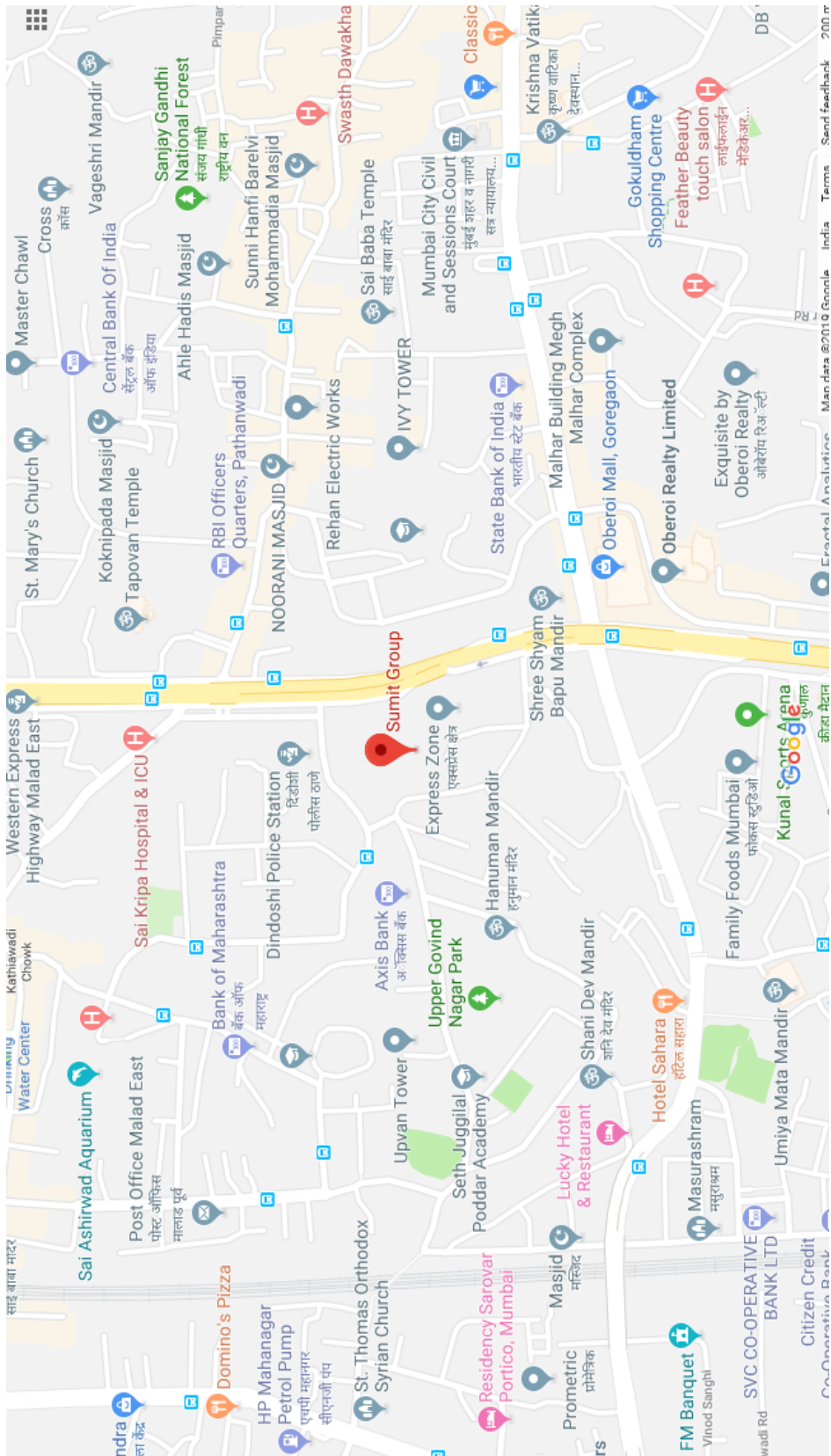
Regulations, 2015 under Secretarial Standard-2.

Name of the Director	Mr. Mitaram Jangid
Director Identification Number	00043757
Date of Birth	18/06/1956
Nationality	Indian
Qualification	B.Com
Date of Appointment on Board	11/12/2002
Shareholding	35,87,487
Brief Profile of the Director	Mr. Miraram Jangid is a Promoter and Managing Director of the Company. He completed his graduation from Dalmia College. He has achieved good market reputation and credibility and has grown our company to one of the trusted Real Estate Company in Mumbai and Goa
Expertise in specific functional areas	He heads Design Development activity of the company and also looks after the overall progress of all the projects of Sumit Woods Limited
List of Directorships held in other companies (excluding foreign, private and Section 8 Companies)	NIL
Memberships/ Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies including Sumit Woods Limited	Stakeholders' Relationship Committee Member Sumit Woods Limited
Details of Board/ Committee Meetings attended by the directors during the year	Please refer Corporate Governance Report

SUMIT WOODS LIMITED

MAP SHOWING LOCATION OF THE VENUE OF 23RD ANNUAL GENERAL MEETING OF SUMIT WOODS LIMITED

VENUE: B - 1101, Express Zone, Diagonally Opp. to Oberoi Mall, W.E. Highway, Malad (East), Mumbai – 400097





SUMIT WOODS LIMITED

CIN: L36101MH1997PLC152192

Registered Office: B - 1101, Express Zone, Diagonally Opp. to Oberoi Mall, W.E. Highway, Malad (East), Mumbai – 400097

Tel. No.: +91-022 2874 9966 / 77 **Fax No.:** +91-022 2874 3377

e-mail: cs@sumitwoods.com **Website:** www.sumitwoods.com

**Form No. MGT -11
PROXY FORM**

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

Name of the member(s)	
Registered address	
E-mail Id	
Folio No./ DP ID & Client ID	

I/We, being the holder(s) of Shares of the above named Company, hereby appoint:

1. Name	E-mail Id
Address:	Signature:

or failing him/her

2. Name	E-mail Id
Address:	Signature:

or failing him/her

3. Name	E-mail Id
Address:	Signature:

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company, to be held on Thursday, the 4th day of July, 2019 at 4:00 P.M at B - 1101, Express Zone, Diagonally Opp. to Oberoi Mall, W.E. Highway, Malad (East), Mumbai – 400097 and at any adjournment thereof in respect of such resolutions as are indicated below:



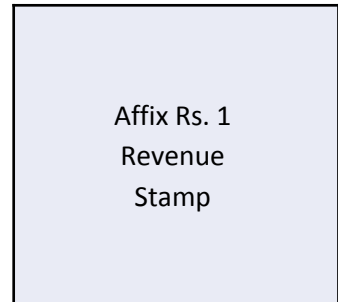
Item No.	Resolutions	Optional*	
		For	Against
Ordinary Business			
1. a	Ordinary Resolution for adoption of Audited Standalone Financial Statement of the Company for the Financial Year ended 31 st March, 2019		
1. b	Ordinary Resolution for adoption of Audited Consolidated Financial Statement of the Company for the Financial Year ended 31 st March, 2019		
2	Ordinary Resolution for appointment of a Director in place of Mr. Mitaram Jangid, (DIN: 00043757), who retires by rotation and being eligible, offers himself for re-appointment		
Special Business			
3	Ordinary resolution for Increasing the Authorised Share Capital of the Company		
4	Ordinary resolution to alter the capital clause of the Memorandum of Association		
5	Special resolution to alter the Articles of Association		
6	Ordinary resolution to Issue Bonus Shares		
7	Special Resolution for Migration of Listing / trading of Equity Shares of the Company from NSE SME Platform i.e. Emerge to Main Board of NSE		

*It is optional to put a (√) in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Signed this day of 2019.

Signature of Member (s)

Signature of Proxy holder (s)



Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be member of the Company.
3. In case the appointer is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorization should be attached to the Proxy Form.
4. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.



SUMIT WOODS LIMITED
CIN: L36101MH1997PLC152192

Registered Office: B - 1101, Express Zone, Diagonally Opp. to Oberoi Mall, W.E. Highway, Malad (East), Mumbai – 400097

Tel. No.: +91-022 2874 9966 / 77 **Fax No.:** +91-022 2874 3377
e-mail: cs@sumitwoods.com **Website:** www.sumitwoods.com

ATTENDANCE SLIP

I/We, hereby record my/our presence at the 23rd ANNUAL GENERAL MEETING of the Company on Thursday, 4th July, 2019 at 4:00 P.M at at B - 1101, Express Zone, Diagonally Opp. to Oberoi Mall, W.E. Highway, Malad (East), Mumbai – 400097.

Registered Folio No./ DP ID & Client ID*	
No. of Shares held	
Name and address of the Member	
Joint Holder 1	
Joint Holder 2	

*DP ID & Client ID is applicable for Members holding shares in electronic form.

If Member, please sign here	If proxy, please mention name and sign here	
	Name of Proxy	Signature

Note: Shareholder/Proxy holder, as the case may be, is requested to produce the attendance slip duly signed at the entrance of the AGM venue.