
NOTICE TO SHAREHOLDERS

To,
The Members,

NOTICE is hereby given that the Twenty Eighth Annual General Meeting of the Members of **Sumit Woods Limited** will be held on Saturday, September 28, 2024, at 3.00 p.m. (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') in accordance with the relevant circulars issued by the Ministry of Corporate Affairs, Securities and Exchange Board of India, to transact the following business:

ORDINARY BUSINESS:

1. Adoption of the Financial Statements and Report thereon:

To consider and adopt the audited financial statements (including audited Standalone and consolidated financial statements) for the Financial Year ended 31st March, 2024 and the Reports of the Directors and Auditors thereon and if thought fit, to pass the following resolutions as **Ordinary Resolutions**:

- a) **"RESOLVED THAT** the audited standalone financial statement of the Company for the financial year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted."
- b) **"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended 31st March, 2024 and the Reports of the Auditors thereon be and are hereby considered and adopted.

2. Appointment of Director in place of one retiring by rotation:

To appoint Mr. Bhushan Subodh Nemlekar, (DIN: 00043824), who retires by rotation and being eligible, offers himself for re-appointment as a director and in this regard if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Bhushan Subodh Nemlekar, (DIN: 00043824), who retires by rotation at this meeting and being eligible, has offered himself for re-appointment be and is hereby appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. To approve material related party transactions under section 188 of the Companies Act, 2013 and Clause 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

"RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act 2013 and the rules made there under and Clause 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof for the time being in force, the consent of the

shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include any existing Committee(s) or any committee, the Board may hereafter constitute to exercise powers of the Board including the power conferred by this resolution) for the material related party transactions to be entered into and carried out in the ordinary course of business and at arm’s length price to the following transactions to be carried out by the Company with its related parties for the financial year 2024-2025:

| Sr. No. | Name of the Related Party | Relationship | Nature of Transaction | Indicative Base Price |
|----------------|---|---------------------|--|------------------------------|
| 1 | Mitasu Woods Private Limited | Related Enterprise | Purchase of Goods, Rendering Services/ Loan Given and Loan taken | 30 crores |
| 2 | Milestone Construction & Developers LLP | Related Enterprise | Purchase of Goods, Rendering Services/ Loan Given and Loan taken | 30 crores |
| 3 | Sumit Abode Private Limited | Related Enterprise | Purchase of Goods, Rendering Services/ Loan Given and Loan taken | 30 crores |
| 4 | Sumit Star Land Developers LLP | Subsidiary Company | Purchase of Goods, Rendering Services/ Loan Given and Loan taken | 30 crores |
| 5 | Sumit Chetna Ventures | Related Enterprise | Purchase of Goods, Rendering Services/ Loan Given and Loan taken | 30 crores |
| 6 | Sumit Developers | Related Enterprise | Purchase of Goods, Rendering Services/ Loan Given and Loan taken | 30 crores |
| 7 | Sumit Garden Grove Construction LLP | Related Enterprise | Purchase of Goods, Rendering Services/ Loan Given and Loan taken | 30 crores |
| 8 | Sumit Pragati Developers LLP | Related Enterprise | Purchase of Goods, Rendering Services/ Loan Given and Loan taken | 30 crores |
| 9 | Sumit Pragati Shelters LLP | Related Enterprise | Purchase of Goods, Rendering Services/ Loan Given and Loan taken | 30 crores |
| 10 | Sumit Pragati Ventures LLP | Related Enterprise | Purchase of Goods, Rendering Services/ Loan Given and Loan taken | 30 crores |
| 11 | Sumit Realty Private Limited | Associate Company | Purchase of Goods, Rendering Services/ Loan Given and Loan taken | 30 crores |
| 12 | Sumit Snehashish Venture | Joint Venture | Purchase of Goods, Rendering Services/ Loan Given and Loan taken | 30 crores |
| 13 | Mitasu developers private limited | Subsidiary Company | Purchase of Goods, Rendering Services/ Loan Given and Loan taken | 30 crores |
| 14 | Sumit Matunga Builders Pvt Ltd | Subsidiary Company | Purchase of Goods, Rendering Services/ Loan Given and Loan taken | 30 crores |
| 15 | Sumit Hills Pvt Ltd | Subsidiary Company | Purchase of Goods, Rendering Services/ Loan Given and Loan taken | 30 crores |
| 16 | Mitasu Realty LLP | Related Enterprise | Purchase of Goods, Rendering Services/ Loan Given and Loan taken | 30 crores |
| 17 | Sumit Eminence Pvt Ltd | Subsidiary | Purchase of Goods, Rendering Services/ Loan Given and Loan taken | 30 crores |
| 18 | Homesync Real Estate Advisory Pvt Ltd | Subsidiary | Purchase of Goods, Rendering Services/ Loan Given and Loan taken | 30 crores |
| 19 | Second Home Resorts Ltd. | Related Enterprise | Purchase of Goods, Rendering Services/ Loan Given and Loan taken | 30 crores |
| 20 | Sumit Constructions | Related Enterprise | Purchase of Goods, Rendering Services/ Loan Given and Loan taken | 30 crores |

| | | | | |
|----|---|--|--|-----------|
| 21 | Sumit InfoTech Private Limited | Related Enterprise | Purchase of Goods, Rendering Services/ Loan Given and Loan taken | 30 crores |
| 22 | Sumo Real Estate LLP | Related Enterprise | Purchase of Goods, Rendering Services/ Loan Given and Loan taken | 30 crores |
| 23 | Shree Gajraj Housing Nirman Private Limited | Private company having common director with subsidiary company | Purchase of Goods, Rendering Services/ Loan Given and Loan taken | 30 crores |
| 24 | NTDC Private Limited | Relative of Director | Purchase of Goods, Rendering Services/ Loan Given and Loan taken | 30 crores |
| 25 | Kumar Corporation | Relative of partner of group entity | Purchase of Goods, Rendering Services/ Loan Given and Loan taken | 30 crores |
| 26 | Parubi Gems Impex Pvt Ltd | Relative of partner of group entity | Loan Given and Loan taken | 30 crores |
| 27 | Shree Parshwa Mani LLP | Relative of partner of group entity | Purchase of Goods, Rendering Services/ Loan Given and Loan taken | 30 crores |
| 28 | Sumit Luxe Venture LLP | Related Enterprise | Purchase of Goods, Rendering Services/ Loan Given and Loan taken | 30 crores |
| 29 | Sumit Bhoomi Developers LLP | Related Enterprise | Purchase of Goods, Rendering Services/ Loan Given and Loan taken | 30 crores |
| 30 | Sumit Snehashish Joint Venture | Joint Venture | Purchase of Goods, Rendering Services/ Loan Given and Loan taken | 30 crores |
| 31 | Sumit Pramukh Venture | Joint Venture | Purchase of Goods, Rendering Services/ Loan Given and Loan taken | 30 crores |
| 32 | Sumit Kundil Joint Venture | Joint Venture | Purchase of Goods, Rendering Services/ Loan Given and Loan taken | 30 crores |
| 33 | Rubi Ventures Private Limited | Related Enterprise | Loan Given and Loan taken | 30 crores |

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized and empowered to do all such acts, deeds, matters and things to settle any queries, difficulties, doubts that may arise with regard to any transaction with related parties and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose for giving effect to this resolution, in the best interest of the company”.

4. Alteration In Clause 8 of the Articles of Association:

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any of the Companies Act 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the shareholders of the Company be and is hereby accorded to alter the Articles of Association of the Company by inserting new Clause i.e., 8 i of Articles of Association of the Company with the following Article:

- 8i. *Notwithstanding anything contained, further issue of securities may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the rules and in accordance with the pricing method prescribed to the listed entities under the regulations issued by Securities Exchange Board of India from time to time.*

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to make, alter, accept any changes as may be required and to settle any doubts / clarifications that may arise in this regard and to do all the acts, deeds and things in their absolute discretion, for the purpose of making all such filings with the Registrar of Companies as may be required in relation to the aforesaid purpose and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this aforesaid resolution.”

5. Increase in Authorised Share Capital and Consequent amendment in 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 Sections 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded for increasing the Authorized Share Capital of the Company from existing Rs. 45,00,00,000 (Rupees Forty Five Crores Only) divided into 4,50,00,000 (Four Crores Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 65,00,00,000/- (Rupees Sixty Five Crores Only) divided into 6,50,00,000 (Six Crores Fifty Lacs) Equity Shares of having face value of Rs. 10/- (Rupees Ten Only) by creating additional Rs. 20,00,00,000 (Rupees Twenty Crores Only) Equity Shares of Rs. 10/- each ranking pari passu with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 read with Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Shareholders of the Company, the existing clause V of the Memorandum of Association of the Company be substituted as follows:

- V** The Authorised Capital of the Company is Rs. 65,00,00,000 (Rupees Sixty Five Crores Only) divided into 6,50,00,000 (Six Crores Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each with the rights, privileges and conditions attaching thereof as are provided by the regulations of the Company for the time being with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereof respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company or as may be permitted by the Companies Act. each with power to increase and/or reduce the capital of the Company as provided in the Articles of Association of the Company.”

RESOLVED FURTHER THAT any of the Directors the Company, be and is hereby authorized to sign and file all necessary documents and forms as may be deemed necessary in this connection with the Registrar of Companies and to do all such acts, deeds and things as may be necessary and expedient for giving effect to this resolution.”

6. To Consider and Approve Issue of Equity Shares on Preferential Basis for Consideration in Cash:

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

“RESOLVED THAT pursuant to Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) (“the Act”) and the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR), Regulations”) and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI (Takeover) Code”) (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India (“GOI”), Reserve Bank of India (“RBI”) and the provisions of the Foreign Exchange Management Act, 1999, the Registrar of Companies (the “ROC”), Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and the Stock Exchange where the shares of the Company are listed (“Stock Exchange”) and/or any other competent authorities (hereinafter referred to as ‘Applicable Regulatory Authorities’) to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchange and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create offer, issue allot and deliver in one or more tranches up to 50,28,844 (Fifty Lacs Twenty Eight Thousand Eight Hundred Forty Four) Equity Shares of Rs. 10/- (Rupees Ten Only) each, on a preferential basis to Non-promoters as the proposed allottee(s) as mentioned below, for cash at a price of Rs. 115/- (Rupees One Hundred Fifteen Only) per Equity Share (including a premium of Rs. 105/- (Rupees One Hundred Five Only) (“Preferential Allotment Price”), aggregating to Rs. 57,83,17,060/- (Rupees Fifty Seven Crores Eight Three Lacs Seventeen Thousand Sixty Only), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the “Floor Price”) on a preferential issue basis (“Preferential Allotment”) on such terms and conditions

as may be determined by the Board in accordance with the SEBI ICDR Regulations or other provisions of applicable law as may be prevailing at the time.

Details of the Proposed Allottees

| Sr. No. | Name of the Proposed Allottee | No. of Equity Shares to be allotted | Current Status / Category | Proposed Status / Category |
|----------------|--|--|----------------------------------|-----------------------------------|
| 1 | Siddharth Sundar Iyer | 1500000 | Non-Promoter | Non-Promoter |
| 2 | Nirav Mehta HUF | 86000 | Non-Promoter | Non-Promoter |
| 3 | Abhishek Loonker | 43478 | Non-Promoter | Non-Promoter |
| 4 | Vinod Shah | 260869 | Non-Promoter | Non-Promoter |
| 5 | Naikaj Pandurang Bhohe | 10000 | Non-Promoter | Non-Promoter |
| 6 | Sanjay Mervyn Sherman | 87000 | Non-Promoter | Non-Promoter |
| 7 | Mohan Lakhiram Punjabi | 21500 | Non-Promoter | Non-Promoter |
| 8 | Jigna Pramod Mehta | 21500 | Non-Promoter | Non-Promoter |
| 9 | Murugan Balakrishnan | 21500 | Non-Promoter | Non-Promoter |
| 10 | Rakesh Ramniklal Sumaria HUF | 21500 | Non-Promoter | Non-Promoter |
| 11 | Primeup capital connect services private limited | 43500 | Non-Promoter | Non-Promoter |
| 12 | Ankit Singhvi | 86000 | Non-Promoter | Non-Promoter |
| 13 | Nishi Rajesh Parikh | 21000 | Non-Promoter | Non-Promoter |
| 14 | Sunita Kayal | 10000 | Non-Promoter | Non-Promoter |
| 15 | Manish Kayal HUF | 25000 | Non-Promoter | Non-Promoter |
| 16 | Naresh Chandra Gupta | 8700 | Non-Promoter | Non-Promoter |
| 17 | Vasanti gunvant sheth | 21500 | Non-Promoter | Non-Promoter |
| 18 | Altra Tek Finishing Private Limited | 43500 | Non-Promoter | Non-Promoter |
| 19 | Arpit Chandak | 21500 | Non-Promoter | Non-Promoter |
| 20 | Shraddha S Gampawar | 21500 | Non-Promoter | Non-Promoter |
| 21 | Padmakar jagannath murodiya | 21500 | Non-Promoter | Non-Promoter |
| 22 | Dev Ramesh Bulchandani | 21500 | Non-Promoter | Non-Promoter |
| 23 | Urmila Harlalka | 21500 | Non-Promoter | Non-Promoter |
| 24 | Krishna Rathi | 21500 | Non-Promoter | Non-Promoter |
| 25 | Rohit Mehta | 21500 | Non-Promoter | Non-Promoter |
| 26 | Parinda pankit shah | 10000 | Non-Promoter | Non-Promoter |
| 27 | Mital N Shah | 10000 | Non-Promoter | Non-Promoter |
| 28 | Vallabh M Rathi | 21500 | Non-Promoter | Non-Promoter |
| 29 | Neel Tushar Thakker | 25000 | Non-Promoter | Non-Promoter |
| 30 | Nikita Berry | 8700 | Non-Promoter | Non-Promoter |
| 31 | Anuja tiwari | 8700 | Non-Promoter | Non-Promoter |
| 32 | Amarnath Jagdeo Mishra | 13000 | Non-Promoter | Non-Promoter |
| 33 | Sumit Kumar Gupta | 35000 | Non-Promoter | Non-Promoter |
| 34 | Pulakeshin Private Limited | 35000 | Non-Promoter | Non-Promoter |
| 35 | Ishita Mota | 60000 | Non-Promoter | Non-Promoter |
| 36 | Shaili Sudhir Bheda | 75000 | Non-Promoter | Non-Promoter |
| 37 | Hemlata R Karani | 35000 | Non-Promoter | Non-Promoter |
| 38 | Helium Traders Private Limited | 100000 | Non-Promoter | Non-Promoter |

| | | | | |
|----|--------------------------------|--------|--------------|--------------|
| 39 | Sheela Nilesh Shah | 35000 | Non-Promoter | Non-Promoter |
| 40 | Amit Nitin Chheda | 35000 | Non-Promoter | Non-Promoter |
| 41 | Pragna Sanghvi | 47000 | Non-Promoter | Non-Promoter |
| 42 | Dhruvesh Sanghvi HUF | 47000 | Non-Promoter | Non-Promoter |
| 43 | Rakesh Chandra NRO | 22000 | Non-Promoter | Non-Promoter |
| 44 | Everlon Financials Ltd | 20000 | Non-Promoter | Non-Promoter |
| 45 | Veena Sudhir Shah | 20000 | Non-Promoter | Non-Promoter |
| 46 | Harshil Kothari NRE | 78000 | Non-Promoter | Non-Promoter |
| 47 | Gurvinder Singh | 40000 | Non-Promoter | Non-Promoter |
| 48 | Hardik Jayant Mehta | 20000 | Non-Promoter | Non-Promoter |
| 49 | Sidharth agarwal | 48000 | Non-Promoter | Non-Promoter |
| 50 | Gaurav Sud | 48000 | Non-Promoter | Non-Promoter |
| 51 | Manoj Dua | 42000 | Non-Promoter | Non-Promoter |
| 52 | Digant Haria | 17000 | Non-Promoter | Non-Promoter |
| 53 | Vanita Hitesh Sanghvi | 25000 | Non-Promoter | Non-Promoter |
| 54 | Capital Cartel | 150000 | Non-Promoter | Non-Promoter |
| 55 | Vineet Omprakash Bubna | 10000 | Non-Promoter | Non-Promoter |
| 56 | Himani Hardik shah | 35000 | Non-Promoter | Non-Promoter |
| 57 | Manan Thakkar | 35000 | Non-Promoter | Non-Promoter |
| 58 | Vishal Bhargava | 43000 | Non-Promoter | Non-Promoter |
| 59 | S V Ventures | 40000 | Non-Promoter | Non-Promoter |
| 60 | Rajiv Mehta | 28000 | Non-Promoter | Non-Promoter |
| 61 | Rajiv Singh | 28000 | Non-Promoter | Non-Promoter |
| 62 | Noida Holdings Private Limited | 28000 | Non-Promoter | Non-Promoter |
| 63 | Rakesh Kumar Bansal | 35000 | Non-Promoter | Non-Promoter |
| 64 | Tejas Dilip Parekh | 35000 | Non-Promoter | Non-Promoter |
| 65 | Pranav M Parekh | 35000 | Non-Promoter | Non-Promoter |
| 66 | Divyesh Bipin Gandhi | 15000 | Non-Promoter | Non-Promoter |
| 67 | Vishal Mehta | 10000 | Non-Promoter | Non-Promoter |
| 68 | Alkaben Shah | 40000 | Non-Promoter | Non-Promoter |
| 69 | JMP Securities Private Limited | 20000 | Non-Promoter | Non-Promoter |
| 70 | Devki Nandan Sharma | 54000 | Non-Promoter | Non-Promoter |
| 71 | Prakash Gandhi | 85000 | Non-Promoter | Non-Promoter |
| 72 | Kruti Nirmal Shah | 43000 | Non-Promoter | Non-Promoter |
| 73 | Dipak S Shah HUF | 43000 | Non-Promoter | Non-Promoter |
| 74 | Hitesh P Shah HUF | 87000 | Non-Promoter | Non-Promoter |
| 75 | Meena M Shah | 43000 | Non-Promoter | Non-Promoter |
| 76 | Tejas A Shah | 43000 | Non-Promoter | Non-Promoter |
| 77 | Kapil vinodbhai vasania | 43000 | Non-Promoter | Non-Promoter |
| 78 | Meghana Ajit Waingankar | 43000 | Non-Promoter | Non-Promoter |
| 79 | Preetha Govindarajan | 21500 | Non-Promoter | Non-Promoter |
| 80 | Seema chawla | 43000 | Non-Promoter | Non-Promoter |
| 81 | Shivaprasad V | 43000 | Non-Promoter | Non-Promoter |
| 82 | Pulavarthi Sai Kiran | 21500 | Non-Promoter | Non-Promoter |
| 83 | Nitin Padmanabhan | 21500 | Non-Promoter | Non-Promoter |
| 84 | Mullai | 25000 | Non-Promoter | Non-Promoter |

| | | | | |
|--------------|----------------------------|----------------|--------------|--------------|
| 85 | Bhavesh Ravindra Sanghvi | 10000 | Non-Promoter | Non-Promoter |
| 86 | Mayank Bathwal | 10000 | Non-Promoter | Non-Promoter |
| 87 | Kunal Kantilal Thakkar | 9000 | Non-Promoter | Non-Promoter |
| 88 | Ashishkumar Rajesh Jaiswal | 9000 | Non-Promoter | Non-Promoter |
| 89 | Janak P Mathuria | 9000 | Non-Promoter | Non-Promoter |
| 90 | Abhitesh pankaj Agrawal | 9000 | Non-Promoter | Non-Promoter |
| 91 | Black Gold Services LLP | 21500 | Non-Promoter | Non-Promoter |
| 92 | Hardik Atul Shah | 21500 | Non-Promoter | Non-Promoter |
| 93 | Shakuntala Nagori | 21500 | Non-Promoter | Non-Promoter |
| 94 | Smita Bakul Dagli | 9000 | Non-Promoter | Non-Promoter |
| 95 | Vasanitiben Vinodraj Doshi | 9000 | Non-Promoter | Non-Promoter |
| 96 | Sangeeta Deepak Shah | 21500 | Non-Promoter | Non-Promoter |
| 97 | Abundance Everywhere | 43000 | Non-Promoter | Non-Promoter |
| 98 | Shalini Alok Bansal | 21500 | Non-Promoter | Non-Promoter |
| 99 | Ravi Khuman | 6522 | Non-Promoter | Non-Promoter |
| 100 | Nikunj Rathod | 2200 | Non-Promoter | Non-Promoter |
| 101 | Haresh Gopaldas Parekh | 435 | Non-Promoter | Non-Promoter |
| 102 | Jagruti Haresh Parekh | 1305 | Non-Promoter | Non-Promoter |
| 103 | Rajvi Bharat Shah | 435 | Non-Promoter | Non-Promoter |
| 104 | Neetu Toshniwal | 2000 | Non-Promoter | Non-Promoter |
| 105 | Hamza Taher Burhani | 21000 | Non-Promoter | Non-Promoter |
| 106 | Vijay B Shah (HUF) | 60000 | Non-Promoter | Non-Promoter |
| Total | | 5028844 | | |

RESOLVED FURTHER THAT the equity shares to be issued and allotted to the proposed Allottees shall be fully paid up and rank pari passu with the existing equity shares of the Company, in all respects from the date of allotment thereof, be subject to the requirements of all applicable laws, and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the “Relevant Date” for the purpose of determination of the price of the equity shares to be issued and allotted as above, as per SEBI ICDR Regulations is August 29, 2024, being the date 30 (thirty) days prior to the date of this Extra Ordinary General Meeting and the minimum issue price has been determined accordingly in terms of the provisions of chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of equity shares under preferential allotment to the Proposed Allottees shall be subject to the following terms and conditions, apart from others, as prescribed under applicable laws:

- (i) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals as the case maybe.
- (ii) The equity shares to be allotted shall be subject to lock-in for such period, as specified in the provisions of Chapter V of the SEBI ICDR Regulations and allotted equity shares shall be listed on the stock exchange subject to the receipt of necessary permissions and approvals.

- (iii) The equity shares shall be allotted in dematerialized form within a period of 15 days from the date of passing the special resolution by the Members, provided that where the allotment of equity shares is subject to receipt of any approval or permission from any Regulatory Authority or Government of India, the allotment shall be completed within a period of 15 days from the receipt of last of such approval or permissions.
- (iv) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.
- (v) Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT the Board is authorized to take necessary steps for listing the equity shares, issued and allotted to the Proposed Allottees on NSE, where the securities of the Company are listed, as per SEBI (LODR) Regulations, 2015 and other applicable laws and regulations.

RESOLVED FURTHER THAT the Board is authorized to accept any modification(s) in the terms of issue of equity shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the members of the company take note of the Certificate issued from the Practicing Company Secretary, certifying that the proposed issued of equity shares on preferential basis is being made in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with the above, and all incidental and ancillary things done are hereby specifically approved and ratified.”

7. Issuance of Convertible Warrants to The Promoter, Promoter Group and Non-Promoter Categories of Persons on A Preferential Basis.

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 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014, (including any amendment(s), modification(s) or re-enactment thereof), for the time being in force and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “ICDR Regulations”) and the Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”) and any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India and NSE, the stock exchange where the shares of the company are listed (Stock Exchange) and any other guidelines and clarifications issued by any other appropriate authority, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot from time to time in one or more tranches:-

- i. Upto 27,65,000 (Twenty Seven Lacs Sixty Five Thousand) convertible warrants (‘Warrants’), each carrying a right exercisable by the Warrant Holder to subscribe to one Equity Share per Warrant, at a price of Rs. 115/- (Rupees One Hundred Fifteen Only) (Warrant Issue Price) per Warrant aggregating to Rs. 31,79,75,000/- (Rupees Thirty One Crores Seventy Nine Lacs Seventy Five Thousand Only) to the Promoter, Promoter Group and Non-Promoter categories of persons (hereinafter “issue of Warrants”) as follows:

Details of Proposed Allottees

| Sr. No. | Name of the Proposed Allottee | No. of Equity Shares to be allotted | Current Status / Category | Proposed Status / Category |
|---------|-------------------------------|-------------------------------------|---------------------------|----------------------------|
| 1 | Bhushan Nemlekar | 12,95,000 | Promoter | Promoter |
| 2 | Mitaram Jangid | 10,00,000 | Promoter | Promoter |
| 3 | Amruta Jangid | 2,95,000 | Promoter | Promoter |
| 4 | Choksi Manjula M | 75000 | Non-Promoter | Non-Promoter |
| 5 | Ghisulal Kisan Kumar | 75000 | Non-Promoter | Non-Promoter |

| Sr. No. | Name of the Proposed Allottee | No. of Equity Shares to be allotted | Current Status / Category | Proposed Status / Category |
|--------------|-------------------------------|-------------------------------------|---------------------------|----------------------------|
| 6 | Devki Nandan Sharma | 25000 | Non-Promoter | Non-Promoter |
| Total | | 27,65,000 | | |

on such other terms and conditions as set out in the Statement annexed to the Notice convening this meeting and on such other terms and conditions, as the Board may in its absolute discretion decide, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act.

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the ICDR Regulations, the relevant date for determining the minimum issue price for the Preferential Allotment of the Convertible Warrants is the **August 29, 2024**, being the date 30 days prior to the date of this Extraordinary General Meeting and the minimum issue price has been determined accordingly in terms of the applicable provisions of the ICDR Regulations.

RESOLVED FURTHER THAT, without prejudice to the generality of the above, the issue of Convertible Warrants and the resultant Equity Shares to be allotted on exercise of such Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

The warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of warrants. Upon exercise of the option of conversion of the warrants into Equity shares by the warrant holder, the price equivalent to 75% of the issue price per warrant shall be payable on exercising the right of conversion of warrants. If the option to acquire equity shares pursuant to conversion of warrants is not exercised within the prescribed time period of 18 months from the date of allotment of warrants, then such warrants shall be lapsed and the amount paid under this clause shall be forfeited by the Company.

The said Warrants shall be issued and allotted by the Company to Non-Promoter categories of persons within a period of 15 days from the date of passing of this resolution in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.

The Equity Shares allotted on conversion of the Warrants shall rank pari passu in all respects (including voting powers and the right to receive dividend), with the existing Equity Shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

The Warrants may be exercised by the Warrant Holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the

Equity Shares to the depository account and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares.

The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.

The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof.

That the Warrants do not give any rights/entitlements to the Warrant holders that of shareholder of the Company.

The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations and allotted equity shares shall be listed on the stock exchange subject to the receipt of necessary permissions and approvals.

The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchange in accordance with the LODR Regulations and all other applicable laws, rules and regulation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue of Equity Shares and Convertible Warrants), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Equity Shares, Warrants including the resultant Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, Opening of separate bank account, filing of corporate action forms with depositories i.e., NSDL and CDSL and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.”

By Order of the Board of Directors for

Sumit Woods Limited

Sd/-

Bhushan Nemlekar & Chief Financial Officer

Whole-Time Director

DIN: 00043824

Date: 02nd September, 2024

Place: Mumbai

Regd. Office:

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

Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <http://sumitwoods.com/investors.php>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

SCRUTINIZER

- i. M/s SCP & Co., Practicing Company Secretaries, have been appointed as the Scrutinizer for overseeing remote e-voting process in a fair and transparent manner.
- ii. 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.
- iii. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Annual General Meeting.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Wednesday, 25th September, 2024 at 09:00 A.M. and ends on Friday, 27th September, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday, 21st September, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, 21st September, 2024.

How do I 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: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. |
| | <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> |

| | |
|--|--|
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> 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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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 the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. 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. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

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. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| 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.com or call at 022 - 4886 7000 |
| 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 toll free no. 1800-21-09911 |

| |
|---|
| <p>B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.</p> <p>How to Log-in to NSDL e-Voting website?</p> |
|---|

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 ‘Shareholder/Member’ section.
 3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
- Alternatively, if you are registered for NSDL eservices 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 is:

| | |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) 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*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

1. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
2. 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 available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
3. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
4. Now, you will have to click on “Login” button.

- | |
|--|
| 5. After you click on the “Login” button, Home page of e-Voting will open. |
|--|

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 **corporateissues1991@gmail.com** with a copy marked to **evoting@nsdl.com**. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
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 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.: 022 - 4886 7000 or send a request to at.evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **cs@sumitwoods.com**.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **cs@sumitwoods.com**. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at **cs@sumitwoods.com..** The same will be replied by the company suitably.
6.
 - a) Shareholders who would like to like to speak/ express their views/have questions need to register their request in advance latest by (Thursday) 26th September, 2024 by sending their request from their registered email address mentioning their name, DP ID and Client ID number/ folio number and mobile number, by sending an email to the Company at **cs@sumitwoods.com**. The same will be replied by the company suitably. Only those members who

are registered as speaker will be allowed to express their views or ask questions at the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.

- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.

By Order of the Board of Directors
For **Sumit Woods Limited**

Sd/-

Bhushan Nemlekar
Whole-Time Director & Chief Financial Officer
DIN: 00043824

Registered Office:

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

Place: Mumbai

Date: 02nd September, 2024

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. Bhushan Subodh Nemlekar |
| Director Identification Number | 00043824 |
| Date of Birth | 15/04/1978 |
| Nationality | Indian |
| Date of Appointment on Board | 11/12/2002 |
| Shareholding | 16,09,090 Shares |
| Expertise in specific functional areas | Mr. Bhushan Subodh Nemlekar is a Promoter and Whole Time Director (Director-Finance) of our Company. He completed his Bachelor of Commerce Mumbai University and has a degree in Executive MBA (Owner/President Management - 2015) from Harvard Business School, Boston, USA. He has been associated with our Company since 18 years. Mr. Bhushan Nemlekar is the Director who has started his career from Sumit Group. He handles and leads the Sales Department along with Project Financing and is responsible for formulating marketing strategies to achieve corporate goals and objectives. Good command on Management of Business, Wants to Expand Sumit Group in all Aspects. |
| Names of listed entities in which the person also holds the directorship | Nil |
| Memberships/Chairmanships Of Committees of other Public Companies (includes only Audit Committees and Shareholders/ Investors' Grievance Committee) | No |

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 3:**

Pursuant to Section 188 of the Companies Act, 2013 (“the Act”), read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board (which expression shall include the Audit Committee or any other Committee thereof for the time being exercising the powers conferred by this Resolutions) and prior approval of the members by an ordinary resolution in case certain related party transaction/s exceed such sum as is specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions entered into by the Sumit Woods Ltd. (“Company”) in its ordinary course of business and on an arm’s length basis.

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with the Company’s Policy on Related Party Transactions, provides that entering into material related party transactions which, either individually or taken together with previous transaction(s) during a financial year, exceed 1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower, requires approval of the Members of the Company.

The Company for its further business interests, enter into various transactions with related parties. The estimated transaction value is Rs. 30 crores (Rupees Thirty crores) for the parties mentioned in agenda item no 03 during the financial year 2024-25 which is expected to exceed the materiality threshold as stated above.

As per Regulation 23 of the SEBI Listing Regulations and read with applicable provisions of the Companies Act 2013, related parties as per listing regulation are not permitted to vote to approve their solution set out in item no.3 of this Notice whether the related Party is a related party to the aforesaid transaction or not.

The Board is of the opinion that the aforesaid Resolution set out at Item No.3 of the accompanying Notice is in the best interest of the Company and its members and hence, commends the Resolution set out under Item No. 3 for approval by the Members of the Company.

The Board of Directors Recommend the Special Resolution for approval by the members.

Mr. Mitaram Jangid, Managing Director and Mr. Bhushan Nemlekar, Whole Time Director and their relatives are deemed to be concerned/ interested in the above transaction, save and except the above, none of the other Directors, Key Managerial Personnel and/ or their relatives, is/ are interested or concerned, financially or otherwise in this resolution.

ITEM NO. 4:

In terms of preferential issue, the approval of the Shareholders by special resolution is required for issue of preferential allotment of Equity Shares and for making amendments to the Articles of Association to empower the Company for the said further issue of securities may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement.

Consent of the members is therefore sought in connection with the aforesaid amendment of Articles of Association.

A draft copy of the altered AOA can be inspected by the members at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of Extra Ordinary General Meeting

Your Directors recommend Resolution at Item No. 1 as a Special Resolution for approval of the members

None of the Directors, Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 5:

The present Authorised Share Capital of the Company is Rs. 45,00,00,000/- (Rupees Forty Five Crores Only) divided into 4,50,00,000 (Four Crores Five Lacs) Equity Shares of Rs. 10/- (Rupees Five Only) each. Considering the increased fund requirements and future plans of the Company, the Board at its Meeting held on September 02, 2024 had accorded its approval for increasing the Authorised Share Capital from existing Rs. 45,00,00,000 (Rupees Forty Five Crores Only) divided into 4,50,00,000 (Four Crores Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 65,00,00,000/- (Rupees Sixty Five Crores Only) divided into 6,50,00,000 (Six Crores Fifty Lacs) Equity Shares of having face value of Rs. 10/- (Rupees Ten Only) by creating additional Rs. 20,00,00,000 (Rupees Twenty Crores Only) Equity Shares of Rs. 10/- each subject to shareholder's approval.

Hence, pursuant to the provision of section 61 and section 13 of the Companies Act 2013 it is proposed to increase the Authorised Share Capital of the Company from existing Rs. 45,00,00,000 (Rupees Forty Five Crores Only) divided into 4,50,00,000 (Four Crores Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 65,00,00,000/- (Rupees Sixty Five Crores Only) divided into 6,50,00,000 (Six Crores Fifty Lacs) Equity Shares of having face value of Rs. 10/- (Rupees Ten Only) by creating additional Rs. 20,00,00,000 (Rupees Twenty Crores Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each and the new shares shall be ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration/substituted so as to reflect the changed Authorised Share Capital. The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association requires approval of shareholders.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the Notes of the Notice.

The Board of directors, accordingly, recommends the passing of Ordinary Resolution as set out at Item Number 2 of this Notice, for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, whether directly or indirectly, in the resolution mentioned at Item Number 2 of the Notice except to the extent of their shareholding.

ITEM NO. 6:

The Special Resolution contained in Item No. 3 of the notice, have been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot up to 50,28,844 Equity shares of face value of Rs. 10/- each at an issue price of Rs. 115/- each, aggregating up to Rs. 57,83,17,060 (Rupees Fifty Seven Crores Eighty Three Lacs Seventeen Thousand Sixty Only).

The Board of Directors of the Company ("Board") in their meeting held on September 02, 2024 subject to necessary approval(s), have approved the proposal for raising of funds by way of create, offer, issue and allot upto 50,28,844 Equity Shares of Rs. 10/- each of the Company, at a price of Rs. 115/- (Rupees One Hundred Fifteen Only) per Equity Share to Non – Promoters of the Company in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

As per Companies Act, 2013 and Rules made thereunder (the 'Act'), and in accordance with the provisions of the SEBI (ICDR) Regulations as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, the issue of Equity Shares requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

1. The other details/disclosures of the Preferential Issue are as follows: -

a) **Objects of the Preferential Allotment:**

Subject to applicable laws and regulations, our Company intends to use the Gross Proceeds to Preferential Issue (in whole or part) one or more, or any combination of the following:

- (a) Working Capital requirements of Company as well as its Subsidiaries, meeting various operational expenditure of the Company including contingencies;
- (b) Capital expenditure requirements of Company as well as its Subsidiaries, meeting various capital expenditure of the Company including contingencies
- (c) Financing / investing of business opportunities, strategic initiatives;
- (d) General corporate purpose; and
- (e) Issue related expenses

The Proceeds are proposed to be deployed towards the purpose set out above and not proposed to be utilized towards any specific project. Accordingly, the requirement to disclose: (i) the break-up of cost of the project, (ii) means of financing such project, and (iii) proposed deployment status of the proceeds at each stage of the project, are not applicable.

The requirement stipulated by NSE Notice No. NSE/CML/2023/51 dated July 05,2023 with respect to the additional disclosures for objects of the issue is not applicable as the issue size of the preferential issue is less than Rs. 100 Crore.

b) **Particulars of the offer including date of passing of Board Resolution, kind of Securities offered, class of persons, maximum number of Securities to be issued and the Issue Price:**

The Board, at its meeting held on September 02, 2024 has, subject to the approval of the Members of the company and such other approvals as may be required, approved the Preferential Issue, involving the issue and allotment of 50,28,844 Equity Shares, fully paid-up, at the price of Rs. 115/- per Equity Share (issue at Premium), aggregating to Rs. 57,83,17,060 (Rupees Fifty Seven

Crores Eighty Three Lacs Seventeen Thousand Sixty Only), on a preferential basis to the proposed allottee, such price being not less than the minimum price as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

c) Proposed time within which the preferential issue shall be completed

As required under Regulation 170 of the SEBI ICDR Regulations, Preferential Issue of the Equity Shares shall be completed within a period of 15 (fifteen) days from the date of passing of this special resolution or within the statutory time limits prescribed by the regulatory authorities subject to all the necessary approvals being in place. However, if any approval or permissions by any regulatory or statutory authority or the Central Government for allotment is necessary or required, the period of 15 (fifteen) days shall commence from the last date of such approval or permission being obtained.

d) The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer and Consequential Changes in voting Rights and Change in Control:

The Equity Shares shall be offered to the Non-Promoter categories of person, and None of the Directors or Key Managerial Personnel or Promoters of the Company intends to subscribe Equity Shares proposed to be issued under the Preferential Allotment. There will be no change in Control/ Management. However, voting rights will change in tandem with the shareholding pattern.

e) The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

| Sr. No. | Name of the Proposed Allottee | No. of Equity Shares to be allotted | Current Status / Category | Proposed Status / Category |
|---------|--|-------------------------------------|---------------------------|----------------------------|
| 1 | Siddharth Sundar Iyer | 1500000 | Non-Promoter | Non-Promoter |
| 2 | Nirav Mehta HUF | 86000 | Non-Promoter | Non-Promoter |
| 3 | Abhishek Loonker | 43478 | Non-Promoter | Non-Promoter |
| 4 | Vinod Shah | 260869 | Non-Promoter | Non-Promoter |
| 5 | Naikaj Pandurang Bhobe | 10000 | Non-Promoter | Non-Promoter |
| 6 | Sanjay Mervyn Sherman | 87000 | Non-Promoter | Non-Promoter |
| 7 | Mohan Lakhiram Punjabi | 21500 | Non-Promoter | Non-Promoter |
| 8 | Jigna Pramod Mehta | 21500 | Non-Promoter | Non-Promoter |
| 9 | Murugan Balakrishnan | 21500 | Non-Promoter | Non-Promoter |
| 10 | Rakesh Ramniklal Sumaria HUF | 21500 | Non-Promoter | Non-Promoter |
| 11 | Primeup capital connect services private limited | 43500 | Non-Promoter | Non-Promoter |
| 12 | Ankit Singhvi | 86000 | Non-Promoter | Non-Promoter |
| 13 | Nishi Rajesh Parikh | 21000 | Non-Promoter | Non-Promoter |
| 14 | Sunita Kayal | 10000 | Non-Promoter | Non-Promoter |
| 15 | Manish Kayal HUF | 25000 | Non-Promoter | Non-Promoter |
| 16 | Naresh Chandra Gupta | 8700 | Non-Promoter | Non-Promoter |
| 17 | Vasanti gunvant sheth | 21500 | Non-Promoter | Non-Promoter |
| 18 | Altra Tek Finishing Private Limited | 43500 | Non-Promoter | Non-Promoter |
| 19 | Arpit Chandak | 21500 | Non-Promoter | Non-Promoter |

| | | | | |
|----|--------------------------------|--------|--------------|--------------|
| 20 | Shraddha S Gampawar | 21500 | Non-Promoter | Non-Promoter |
| 21 | Padmakar jagannath murodiya | 21500 | Non-Promoter | Non-Promoter |
| 22 | Dev Ramesh Bulchandani | 21500 | Non-Promoter | Non-Promoter |
| 23 | Urmila Harlalka | 21500 | Non-Promoter | Non-Promoter |
| 24 | Krishna Rathi | 21500 | Non-Promoter | Non-Promoter |
| 25 | Rohit Mehta | 21500 | Non-Promoter | Non-Promoter |
| 26 | Parinda pankit shah | 10000 | Non-Promoter | Non-Promoter |
| 27 | Mital N Shah | 10000 | Non-Promoter | Non-Promoter |
| 28 | Vallabh M Rathi | 21500 | Non-Promoter | Non-Promoter |
| 29 | Neel Tushar Thakker | 25000 | Non-Promoter | Non-Promoter |
| 30 | Nikita Berry | 8700 | Non-Promoter | Non-Promoter |
| 31 | Anuja tiwari | 8700 | Non-Promoter | Non-Promoter |
| 32 | Amarnath Jagdeo Mishra | 13000 | Non-Promoter | Non-Promoter |
| 33 | Sumit Kumar Gupta | 35000 | Non-Promoter | Non-Promoter |
| 34 | Pulakeshin Private Limited | 35000 | Non-Promoter | Non-Promoter |
| 35 | Ishita Mota | 60000 | Non-Promoter | Non-Promoter |
| 36 | Shaili Sudhir Bheda | 75000 | Non-Promoter | Non-Promoter |
| 37 | Hemlata R Karani | 35000 | Non-Promoter | Non-Promoter |
| 38 | Helium Traders Private Limited | 100000 | Non-Promoter | Non-Promoter |
| 39 | Sheela Nilesh Shah | 35000 | Non-Promoter | Non-Promoter |
| 40 | Amit Nitin Chheda | 35000 | Non-Promoter | Non-Promoter |
| 41 | Pragna Sanghvi | 47000 | Non-Promoter | Non-Promoter |
| 42 | Dhruvesh Sanghvi HUF | 47000 | Non-Promoter | Non-Promoter |
| 43 | Rakesh Chandra NRO | 22000 | Non-Promoter | Non-Promoter |
| 44 | Everlon Financials Ltd | 20000 | Non-Promoter | Non-Promoter |
| 45 | Veena Sudhir Shah | 20000 | Non-Promoter | Non-Promoter |
| 46 | Harshil Kothari NRE | 78000 | Non-Promoter | Non-Promoter |
| 47 | Gurvinder Singh | 40000 | Non-Promoter | Non-Promoter |
| 48 | Hardik Jayant Mehta | 20000 | Non-Promoter | Non-Promoter |
| 49 | Sidharth agarwal | 48000 | Non-Promoter | Non-Promoter |
| 50 | Gaurav Sud | 48000 | Non-Promoter | Non-Promoter |
| 51 | Manoj Dua | 42000 | Non-Promoter | Non-Promoter |
| 52 | Digant Haria | 17000 | Non-Promoter | Non-Promoter |
| 53 | Vanita Hitesh Sanghvi | 25000 | Non-Promoter | Non-Promoter |
| 54 | Capital Cartel | 150000 | Non-Promoter | Non-Promoter |
| 55 | Vineet Omprakash Bubna | 10000 | Non-Promoter | Non-Promoter |
| 56 | Himani Hardik shah | 35000 | Non-Promoter | Non-Promoter |
| 57 | Manan Thakkar | 35000 | Non-Promoter | Non-Promoter |
| 58 | Vishal Bhargava | 43000 | Non-Promoter | Non-Promoter |
| 59 | S V Ventures | 40000 | Non-Promoter | Non-Promoter |
| 60 | Rajiv Mehta | 28000 | Non-Promoter | Non-Promoter |
| 61 | Rajiv Singh | 28000 | Non-Promoter | Non-Promoter |
| 62 | Noida Holdings Private Limited | 28000 | Non-Promoter | Non-Promoter |
| 63 | Rakesh Kumar Bansal | 35000 | Non-Promoter | Non-Promoter |
| 64 | Tejas Dilip Parekh | 35000 | Non-Promoter | Non-Promoter |

| | | | | |
|-----|--------------------------------|------------------|--------------|--------------|
| 65 | Pranav M Parekh | 35000 | Non-Promoter | Non-Promoter |
| 66 | Divyesh Bipin Gandhi | 15000 | Non-Promoter | Non-Promoter |
| 67 | Vishal Mehta | 10000 | Non-Promoter | Non-Promoter |
| 68 | Alkaben Shah | 40000 | Non-Promoter | Non-Promoter |
| 69 | JMP Securities Private Limited | 20000 | Non-Promoter | Non-Promoter |
| 70 | Devki Nandan Sharma | 54000 | Non-Promoter | Non-Promoter |
| 71 | Prakash Gandhi | 85000 | Non-Promoter | Non-Promoter |
| 72 | Kruti Nirmal Shah | 43000 | Non-Promoter | Non-Promoter |
| 73 | Dipak S Shah HUF | 43000 | Non-Promoter | Non-Promoter |
| 74 | Hitesh P Shah HUF | 87000 | Non-Promoter | Non-Promoter |
| 75 | Meena M Shah | 43000 | Non-Promoter | Non-Promoter |
| 76 | Tejas A Shah | 43000 | Non-Promoter | Non-Promoter |
| 77 | Kapil vinodbhai vasania | 43000 | Non-Promoter | Non-Promoter |
| 78 | Meghana Ajit Waingankar | 43000 | Non-Promoter | Non-Promoter |
| 79 | Preetha Govindarajan | 21500 | Non-Promoter | Non-Promoter |
| 80 | Seema chawla | 43000 | Non-Promoter | Non-Promoter |
| 81 | Shivaprasad V | 43000 | Non-Promoter | Non-Promoter |
| 82 | Pulavarthi Sai Kiran | 21500 | Non-Promoter | Non-Promoter |
| 83 | Nitin Padmanabhan | 21500 | Non-Promoter | Non-Promoter |
| 84 | Mullai | 25000 | Non-Promoter | Non-Promoter |
| 85 | Bhavesh Ravindra Sanghvi | 10000 | Non-Promoter | Non-Promoter |
| 86 | Mayank Bathwal | 10000 | Non-Promoter | Non-Promoter |
| 87 | Kunal Kantilal Thakkar | 9000 | Non-Promoter | Non-Promoter |
| 88 | Ashishkumar Rajesh Jaiswal | 9000 | Non-Promoter | Non-Promoter |
| 89 | Janak P Mathuria | 9000 | Non-Promoter | Non-Promoter |
| 90 | Abhitesh pankaj Agrawal | 9000 | Non-Promoter | Non-Promoter |
| 91 | Black Gold Services LLP | 21500 | Non-Promoter | Non-Promoter |
| 92 | Hardik Atul Shah | 21500 | Non-Promoter | Non-Promoter |
| 93 | Shakuntala Nagori | 21500 | Non-Promoter | Non-Promoter |
| 94 | Smita Bakul Dagli | 9000 | Non-Promoter | Non-Promoter |
| 95 | Vasanitiben Vinodraj Doshi | 9000 | Non-Promoter | Non-Promoter |
| 96 | Sangeeta Deepak Shah | 21500 | Non-Promoter | Non-Promoter |
| 97 | Abundance Everywhere | 43000 | Non-Promoter | Non-Promoter |
| 98 | Shalini Alok Bansal | 21500 | Non-Promoter | Non-Promoter |
| 99 | Ravi Khuman | 6522 | Non-Promoter | Non-Promoter |
| 100 | Nikunj Rathod | 2200 | Non-Promoter | Non-Promoter |
| 101 | Haresh Gopaldas Parekh | 435 | Non-Promoter | Non-Promoter |
| 102 | Jagruti Haresh Parekh | 1305 | Non-Promoter | Non-Promoter |
| 103 | Rajvi Bharat Shah | 435 | Non-Promoter | Non-Promoter |
| 104 | Neetu Toshniwal | 2000 | Non-Promoter | Non-Promoter |
| 105 | Hamza Taher Burhani | 21000 | Non-Promoter | Non-Promoter |
| 106 | Vijay B Shah (HUF) | 60000 | Non-Promoter | Non-Promoter |
| | Total | 48,79,078 | | |

f) **Relevant Date:** In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares is **August 29, 2024** being the date 30 days prior to the date of this Extra Ordinary General Meeting.

g) **Pricing of the Issue:**

The Equity Shares of the Company are listed and frequently traded on the NSE.

The price per Equity Share, to be issued, is fixed at Rs. 115/- (Rupees One Hundred Fifteen Only), being not less than the minimum price computed in accordance with Regulation 164 & 166A of the SEBI (ICDR) Regulations.

Since the equity shares of the Company have been listed on the NSE for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

Method of determination of price as per the Articles of Association of the Company – Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis.

As the proposed allotment is of more than five per cent. of the post issue fully diluted share capital of the Company to the proposed allottees a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The valuation report of the Registered Valuer pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link www.sumitwoods.com.

h) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control proposed allottee(s) of Equity Shares.

| Name of proposed allottee | Identity of the Natural person who is the ultimate Beneficial owner | Relation, if any, with the promoters or person in control of the Company | Pre-issue | | Post Issue | |
|------------------------------|---|--|-----------------------------|--------------------|------------------------------|--|
| | | | Pre issue Ownership holding | % of total Capital | Post issue Ownership holding | *% of total Capital (assuming full conversion of warrants) |
| Nirav Mehta HUF | Nirav Mehta | N.A. | 0 | 0.00 | 86000 | 1.10 |
| Rakesh Ramniklal Sumaria HUF | Rakesh Ramniklal Sumaria | N.A. | 2800 | 0.01 | 21500 | 0.31 |
| Manish Kayal HUF | Manish Kayal Mishka Kayal Shruti Kayal | N.A. | 0 | 0.00 | 25000 | 0.32 |
| Dhruvesh Sanghvi HUF | Dhruvesh Sanghvi | N.A. | 0 | 0.00 | 47000 | 0.60 |

| | | | | | | |
|--|--|------|---|------|--------|------|
| Dipak S Shah HUF | Dipak S Shah | N.A. | 0 | 0.00 | 43000 | 0.55 |
| Hitesh P Shah HUF | Hitesh P Shah | N.A. | 0 | 0.00 | 87000 | 1.12 |
| Vijay B Shah (HUF) | Vijay B Shah | N.A. | 0 | 0.00 | 60000 | 0.77 |
| Primeup capital connect services private limited | Surendra Gandhi Surekha Gandhi | N.A. | 0 | 0.00 | 43500 | 0.56 |
| Altra Tek Finishing Private Limited | Kunal More Sudesh Gaikwad | N.A. | 0 | 0.00 | 43500 | 0.56 |
| Pulakeshin Private Limited | Ankur Shah | N.A. | 0 | 0.00 | 35000 | 0.45 |
| Helium Traders Private Limited | Shraddha Soni | N.A. | 0 | 0.00 | 100000 | 1.28 |
| Noida Holdings Private Limited | Pankaj Saraogi | N.A. | 0 | 0.00 | 28000 | 0.36 |
| JMP Securities Private Limited | Mahesh P. Vora Kashyap M. Vora | N.A. | 0 | 0.00 | 20000 | 0.26 |
| S V Ventures | Sonal Goyal Vandana Goyal Vishal Jain HUF ** | N.A. | 0 | 0.00 | 40000 | 0.51 |
| Capital Cartel | Kunal Sukhani | N.A. | 0 | 0.00 | 150000 | 1.92 |
| Everlon Financials Ltd | Jitendra Vakharia Varsha Vakharia | N.A. | 0 | 0.00 | 20000 | 0.26 |
| Black Gold Services LLP | Ambrish Dani Akshat Poddar Punit Chokhani | N.A. | 0 | 0.00 | 21500 | 0.28 |
| Abundance Everywhere | Jignesh Madhwani | N.A. | 0 | 0.00 | 43000 | 0.55 |

* The shareholding relating to post exercise of Warrants as shown above is calculated assuming full exercise of Warrants and consequential allotment of the Equity Shares of the company as per the aforesaid proposed issue.

In the event of any further issue of shares by the Company between the date of this notice and the date of allotment of Equity Shares on exercise of Warrants, the shareholding pattern shall stand modified accordingly.

** Vishal Jain HUF (Vishal Jain is Karta of Vishal Jain HUF)

| Sr. No. | Category | Pre-Preferential allotment | | *Post Preferential Allotment | |
|----------|--|----------------------------|-------------------|------------------------------|-------------------|
| | | No. of shares Held | % of Shareholding | No. of shares Held | % of Shareholding |
| A | Promoters and Promoter Group Holding: | | | | |
| 1 | Indian Promoters / Promoter Group: | 2,63,92,090 | 65.03 | 2,89,82,090 | 59.90 |
| | Sub-Total (A) | 2,63,92,090 | 65.03 | 2,89,82,090 | 59.90 |
| B | Non – Promoters’ holding: | | | | |
| | Individual | 1,28,47,680 | 31.65 | 1,72,02,024 | 35.56 |
| | Bodies Corporate | 4,31,862 | 1.06 | 7,21,862 | 1.49 |
| | Any Other | 9,15,412 | 2.26 | 14,74,912 | 3.05 |
| | Sub-Total (B) | 1,41,94,954 | 34.97 | 1,93,98,798 | 40.10 |
| | Grand Total (A+B) | 4,05,87,044 | 100.00 | 4,83,80,888 | 100.00 |

* The shareholding relating to post exercise of Warrants as shown above is calculated assuming full exercise of Warrants and consequential allotment of the Equity Shares of the company as per the aforesaid proposed issue.

In the event of any further issue of shares by the Company between the date of this notice and the date of allotment of Equity Shares on exercise of Warrants, the shareholding pattern shall stand modified accordingly.

- i) **Lock-in Period:** The Equity Shares shall be locked-in for such period as may be specified under Regulations 167 and 168 of the SEBI ICDR Regulations.

The entire pre-preferential allotment shareholding to non-promoter categories of persons shall be locked-in from the relevant date up to a period of 90 trading days from the date of the trading approval as specified under Regulation 167(6) of the SEBI ICDR Regulations.

- j) **Undertakings:**

- None of the Company, its Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- The Company is eligible to make the Preferential Allotment under Chapter V of SEBI ICDR Regulations.
- Since the equity shares of the Company have been listed on the NSE for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.
- The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

- k) **Certificate of Practicing Company Secretary:** The certificate from, M/s. SCP & Co., the Practicing Company Secretary, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company’s website and is accessible at link: www.sumitwoods.com.

l) **The percentage (%) of Post-Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:**

The percentage (%) of Post Preferential Issue Capital that may be held by the allottees as mentioned in table below and there shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares.

| Sr No | Name | Current Status / Proposed Status Category | Pre issue | | Post Issue | | % of total Capital (assuming full conversion of warrants) | |
|-------|--|---|-------------|------|--------------------------|----------------|---|--------------|
| | | | No of share | % | No of Equity share issue | Warrants issue | | Post holding |
| 1 | Siddharth Sundar Iyer | Non-Promoter | 0 | 0 | 1500000 | 0 | 1500000 | 19.25 |
| 2 | Nirav Mehta HUF | Non-Promoter | 0 | 0 | 86000 | 0 | 86000 | 1.10 |
| 3 | Abhishek Loonker | Non-Promoter | 0 | 0 | 43478 | 0 | 43478 | 0.56 |
| 4 | Vinod Shah | Non-Promoter | 0 | 0 | 260869 | 0 | 260869 | 3.35 |
| 5 | Naikaj Pandurang Bhobe | Non-Promoter | 2852 | 0.01 | 10000 | 0 | 12852 | 0.16 |
| 6 | Sanjay Mervyn Sherman | Non-Promoter | 0 | 0 | 87000 | 0 | 87000 | 1.12 |
| 7 | Mohan Lakhiram Punjabi | Non-Promoter | 0 | 0 | 21500 | 0 | 21500 | 0.28 |
| 8 | Jigna Pramod Mehta | Non-Promoter | 0 | 0 | 21500 | 0 | 21500 | 0.28 |
| 9 | Murugan Balakrishnan | Non-Promoter | 0 | 0 | 21500 | 0 | 21500 | 0.28 |
| 10 | Rakesh Ramniklal Sumaria HUF | Non-Promoter | 2800 | 0.01 | 21500 | 0 | 24300 | 0.31 |
| 11 | Primeup capital connect services private limited | Non-Promoter | 0 | 0 | 43500 | 0 | 43500 | 0.56 |
| 12 | Ankit Singhvi | Non-Promoter | 0 | 0 | 86000 | 0 | 86000 | 1.10 |
| 13 | Nishi Rajesh Parikh | Non-Promoter | 0 | 0 | 21000 | 0 | 21000 | 0.27 |
| 14 | Sunita Kayal | Non-Promoter | 1500 | 0 | 10000 | 0 | 11500 | 0.15 |
| 15 | Manish Kayal HUF | Non-Promoter | 0 | 0 | 25000 | 0 | 25000 | 0.32 |
| 16 | Naresh Chandra Gupta | Non-Promoter | 0 | 0 | 8700 | 0 | 8700 | 0.11 |
| 17 | Vasanti gunvant sheth | Non-Promoter | 0 | 0 | 21500 | 0 | 21500 | 0.28 |
| 18 | Altra Tek Finishing Private Limited | Non-Promoter | 0 | 0 | 43500 | 0 | 43500 | 0.56 |
| 19 | Arpit Chandak | Non-Promoter | 0 | 0 | 21500 | 0 | 21500 | 0.28 |
| 20 | Shraddha S Gampawar | Non-Promoter | 0 | 0 | 21500 | 0 | 21500 | 0.28 |
| 21 | Padmakar Jagannath murodiya | Non-Promoter | 0 | 0 | 21500 | 0 | 21500 | 0.28 |

| Sr No | Name | Current Status / Proposed Status Category | Pre issue | | Warrants issue | Post holding | Post Issue *% of total Capital (assuming full conversion of warrants) |
|-------|--------------------------------|---|-------------|---|----------------|--------------|---|
| | | | No of share | % | | | |
| 22 | Dev Ramesh Bulchandani | Non-Promoter | 0 | 0 | 0 | 21500 | 0.28 |
| 23 | Urmila Harialka | Non-Promoter | 0 | 0 | 0 | 21500 | 0.28 |
| 24 | Krishna Rathi | Non-Promoter | 0 | 0 | 0 | 21500 | 0.28 |
| 25 | Rohit Mehta | Non-Promoter | 0 | 0 | 0 | 21500 | 0.28 |
| 26 | Parinda pankit shah | Non-Promoter | 0 | 0 | 0 | 10000 | 0.13 |
| 27 | Mital N Shah | Non-Promoter | 0 | 0 | 0 | 10000 | 0.13 |
| 28 | Vallabh M Rathi | Non-Promoter | 0 | 0 | 0 | 21500 | 0.28 |
| 29 | Neel Tushar Thakker | Non-Promoter | 0 | 0 | 0 | 25000 | 0.32 |
| 30 | Nikita Berry | Non-Promoter | 0 | 0 | 0 | 8700 | 0.11 |
| 31 | Anuja tiwari | Non-Promoter | 0 | 0 | 0 | 8700 | 0.11 |
| 32 | Amarnath Jagdeo Mishra | Non-Promoter | 0 | 0 | 0 | 13000 | 0.17 |
| 33 | Sumit Kumar Gupta | Non-Promoter | 0 | 0 | 0 | 35000 | 0.45 |
| 34 | Pulakeshin Private Limited | Non-Promoter | 0 | 0 | 0 | 35000 | 0.45 |
| 35 | Ishita Mota | Non-Promoter | 0 | 0 | 0 | 60000 | 0.77 |
| 36 | Shaili Sudhir Bheda | Non-Promoter | 0 | 0 | 0 | 75000 | 0.96 |
| 37 | Hemlata R Karani | Non-Promoter | 0 | 0 | 0 | 35000 | 0.45 |
| 38 | Helium Traders Private Limited | Non-Promoter | 0 | 0 | 0 | 100000 | 1.28 |
| 39 | Sheela Nilesh Shah | Non-Promoter | 0 | 0 | 0 | 35000 | 0.45 |
| 40 | Amit Nitin Chheda | Non-Promoter | 0 | 0 | 0 | 35000 | 0.45 |
| 41 | Pragna Sanghvi | Non-Promoter | 0 | 0 | 0 | 47000 | 0.60 |
| 42 | Dhruvesh Sanghvi HUF | Non-Promoter | 0 | 0 | 0 | 47000 | 0.60 |
| 43 | Rakesh Chandra NRO | Non-Promoter | 0 | 0 | 0 | 22000 | 0.28 |
| 44 | Everlon Financials Ltd | Non-Promoter | 0 | 0 | 0 | 20000 | 0.26 |
| 45 | Veena Sudhir Shah | Non-Promoter | 0 | 0 | 0 | 20000 | 0.26 |
| 46 | Harshil Kothari NRE | Non-Promoter | 0 | 0 | 0 | 78000 | 1.00 |
| 47 | Gurvinder Singh | Non-Promoter | 0 | 0 | 0 | 40000 | 0.51 |
| 48 | Hardik Jayant Mehta | Non-Promoter | 0 | 0 | 0 | 20000 | 0.26 |

| Sr No | Name | Current Status / Proposed Status Category | Pre issue | | Warrants issue | Post holding | Post Issue *% of total Capital (assuming g full conversion of warrants) |
|-------|--------------------------------|---|-------------|---|----------------|--------------|---|
| | | | No of share | % | | | |
| 49 | Sidharth agarwal | Non-Promoter | 0 | 0 | 0 | 48000 | 0.62 |
| 50 | Gaurav Sud | Non-Promoter | 0 | 0 | 0 | 48000 | 0.62 |
| 51 | Manoj Dua | Non-Promoter | 0 | 0 | 0 | 42000 | 0.54 |
| 52 | Digant Haria | Non-Promoter | 0 | 0 | 0 | 17000 | 0.22 |
| 53 | Vanita Hitesh Sanghvi | Non-Promoter | 0 | 0 | 0 | 25000 | 0.32 |
| 54 | Capital Cartel | Non-Promoter | 0 | 0 | 0 | 150000 | 1.92 |
| 55 | Vineet Omprakash Bubna | Non-Promoter | 0 | 0 | 0 | 10000 | 0.13 |
| 56 | Himani Hardik shah | Non-Promoter | 0 | 0 | 0 | 35000 | 0.45 |
| 57 | Manan Thakkar | Non-Promoter | 0 | 0 | 0 | 35000 | 0.45 |
| 58 | Vishal Bhargava | Non-Promoter | 0 | 0 | 0 | 43000 | 0.55 |
| 59 | S V Ventures | Non-Promoter | 0 | 0 | 0 | 40000 | 0.51 |
| 60 | Rajiv Mehta | Non-Promoter | 0 | 0 | 0 | 28000 | 0.36 |
| 61 | Rajiv Singh | Non-Promoter | 0 | 0 | 0 | 28000 | 0.36 |
| 62 | Noida Holdings Private Limited | Non-Promoter | 0 | 0 | 0 | 28000 | 0.36 |
| 63 | Rakesh Kumar Bansal | Non-Promoter | 0 | 0 | 0 | 35000 | 0.45 |
| 64 | Tejas Dilip Parekh | Non-Promoter | 0 | 0 | 0 | 35000 | 0.45 |
| 65 | Pranav M Parekh | Non-Promoter | 0 | 0 | 0 | 35000 | 0.45 |
| 66 | Divyesh Bipin Gandhi | Non-Promoter | 0 | 0 | 0 | 15000 | 0.19 |
| 67 | Vishal Mehta | Non-Promoter | 0 | 0 | 0 | 10000 | 0.13 |
| 68 | Alkaben Shah | Non-Promoter | 0 | 0 | 0 | 40000 | 0.51 |
| 69 | JMP Securities Private Limited | Non-Promoter | 0 | 0 | 0 | 20000 | 0.26 |
| 70 | Devki Nandan Sharma | Non-Promoter | 0 | 0 | 25000 | 79000 | 1.01 |
| 71 | Prakash Gandhi | Non-Promoter | 0 | 0 | 0 | 85000 | 1.09 |
| 72 | Kruti Nirmal Shah | Non-Promoter | 0 | 0 | 0 | 43000 | 0.55 |
| 73 | Dipak S Shah HUF | Non-Promoter | 0 | 0 | 0 | 43000 | 0.55 |
| 74 | Hitesh P Shah HUF | Non-Promoter | 0 | 0 | 0 | 87000 | 1.12 |

| Sr No | Name | Current Status / Proposed Status Category | Pre issue | | Warrants issue | Post holding | Post Issue *% of total Capital (assuming g full conversion of warrants) | |
|-------|----------------------------|---|-------------|------|----------------|--------------|---|------|
| | | | No of share | % | | | | |
| 75 | Meena M Shah | Non-Promoter | 0 | 0 | 43000 | 0 | 43000 | 0.55 |
| 76 | Tejas A Shah | Non-Promoter | 1000 | 0 | 43000 | 0 | 44000 | 0.56 |
| 77 | Kapil vinodbhai vasania | Non-Promoter | 0 | 0 | 43000 | 0 | 43000 | 0.55 |
| 78 | Meghana Ajit Waingankar | Non-Promoter | 0 | 0 | 43000 | 0 | 43000 | 0.55 |
| 79 | Preetha Govindarajan | Non-Promoter | 0 | 0 | 21500 | 0 | 21500 | 0.28 |
| 80 | Seema chawla | Non-Promoter | 0 | 0 | 43000 | 0 | 43000 | 0.55 |
| 81 | Shivaprasad V | Non-Promoter | 0 | 0 | 43000 | 0 | 43000 | 0.55 |
| 82 | Pulavathi Sai Kiran | Non-Promoter | 9450 | 0.02 | 21500 | 0 | 30950 | 0.40 |
| 83 | Nitin Padmanabhan | Non-Promoter | 3910 | 0.01 | 21500 | 0 | 25410 | 0.33 |
| 84 | Mullai | Non-Promoter | 0 | 0 | 25000 | 0 | 25000 | 0.32 |
| 85 | Bhaves Ravindra Sanghvi | Non-Promoter | 0 | 0 | 10000 | 0 | 10000 | 0.13 |
| 86 | Mayank Bathwal | Non-Promoter | 0 | 0 | 10000 | 0 | 10000 | 0.13 |
| 87 | Kunal Kantilal Thakkar | Non-Promoter | 0 | 0 | 9000 | 0 | 9000 | 0.12 |
| 88 | Ashishkumar Rajesh Jaiswal | Non-Promoter | 0 | 0 | 9000 | 0 | 9000 | 0.12 |
| 89 | Janak P Mathuria | Non-Promoter | 0 | 0 | 9000 | 0 | 9000 | 0.12 |
| 90 | Abhitesh pankaj Agrawal | Non-Promoter | 0 | 0 | 9000 | 0 | 9000 | 0.12 |
| 91 | Black Gold Services LLP | Non-Promoter | 0 | 0 | 21500 | 0 | 21500 | 0.28 |
| 92 | Hardik Atul Shah | Non-Promoter | 0 | 0 | 21500 | 0 | 21500 | 0.28 |
| 93 | Shakuntala Nagori | Non-Promoter | 0 | 0 | 21500 | 0 | 21500 | 0.28 |
| 94 | Smita Bakul Dagli | Non-Promoter | 0 | 0 | 9000 | 0 | 9000 | 0.12 |
| 95 | Vasanitiben Vinodraj Doshi | Non-Promoter | 0 | 0 | 9000 | 0 | 9000 | 0.12 |
| 96 | Sangeeta Deepak Shah | Non-Promoter | 0 | 0 | 21500 | 0 | 21500 | 0.28 |
| 97 | Abundance Everywhere | Non-Promoter | 0 | 0 | 43000 | 0 | 43000 | 0.55 |
| 98 | Shalini Alok Bansal | Non-Promoter | 0 | 0 | 21500 | 0 | 21500 | 0.28 |
| 99 | Ravi Khuman | Non-Promoter | 0 | 0 | 6522 | 0 | 6522 | 0.08 |
| 100 | Nikunj Rathod | Non-Promoter | 0 | 0 | 2200 | 0 | 2200 | 0.03 |
| 101 | Hareh Gopaldas Parekh | Non-Promoter | 0 | 0 | 435 | 0 | 435 | 0.01 |

| Sr No | Name | Current Status / Proposed Status Category | Pre issue | | Warrants issue | Post holding | Post Issue | |
|-------|------------------------|---|--------------|-------------|----------------|--------------|--------------------------|--|
| | | | No of share | % | | | No of Equity share issue | *% of total Capital (assuming g full conversion of warrants) |
| 102 | Jagruti Hareesh Parekh | Non-Promoter | 0 | 0 | 0 | 1305 | 0.02 | 0.02 |
| 103 | Rajvi Bharat Shah | Non-Promoter | 0 | 0 | 0 | 435 | 0.01 | 0.01 |
| 104 | Neetu Toshniwal | Non-Promoter | 0 | 0 | 0 | 2000 | 0.03 | 0.03 |
| 105 | Hamza Taher Burhani | Non-Promoter | 0 | 0 | 0 | 21000 | 0.27 | 0.27 |
| 106 | Vijay B Shah (HUF) | Non-Promoter | 0 | 0 | 0 | 60000 | 0.77 | 0.77 |
| | | | 21512 | 0.05 | 5028844 | 25000 | 5075356 | 65.12 |

* The shareholding relating to post exercise of Warrants as shown above is calculated assuming full exercise of Warrants and consequential allotment of the Equity Shares of the company as per the aforesaid proposed issue.

In the event of any further issue of shares by the Company between the date of this notice and the date of allotment of Equity Shares on exercise of Warrants, the shareholding pattern shall stand modified accordingly.

m) **Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

Nil

n) **Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not Applicable

o) **Principal terms of assets charged as securities:**

Not Applicable.

p) **Other disclosures:**

- During this financial year, the Company has made preferential allotment.
- Disclosures specified in Schedule VI of SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower: Not Applicable

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 3 in the accompanying notice for your approval.

None of the Directors, Key Managerial Personnel and / or their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution, except for their shareholding in the Company.

ITEM NO. 7:

The Board has proposed to raise fund by way of issue of Warrants convertible into Equity Shares to Promoter, Promoter Group and Non-Promoter Categories of Persons on Preferential basis, for the purpose as detailed below.

The Board of Directors of the Company ("Board") in their meeting held on Monday, September 02, 2024 subject to necessary approval(s), have approved the proposal for raising of funds by way of create, offer, issue and allot 26,75,000 Warrants of Rs. 115/- each, convertible into 26,75,000 Equity Shares of Rs. 10/- each and premium Rs. 105/- each to Promoter, Promoter Group and Non-Promoter categories of persons, in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

As per Companies Act, 2013 and Rules made thereunder (the 'Act'), and in accordance with the provisions of the SEBI (ICDR) Regulations as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, the issue of Warrants convertible into Equity Shares requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

1. The other details/disclosures of the Preferential Issue are as follows: -

a. Particulars of the offer including date of passing of Board Resolution, kind of Securities offered, class of persons, maximum number of Securities to be issued and the Issue Price:

The Board of Directors of the Company at their meeting held on September 02, 2024 have, subject to the approval of the members of the Company ('Members') and such other approvals

as may be required, approved the issue of Convertible Warrants to Promoter, Promoter Group and Non-Promoter categories of persons, on a preferential basis, for cash consideration ('Preferential Allotment') on the following manner:

- i. Upto 26,75,000 (Twenty Six Lacs Seventy Five Thousand) convertible warrants ('Warrants'), each carrying a right exercisable by the Warrant Holder to subscribe to one Equity Share per Warrant, at a price of Rs. 115/- (Rupees One Hundred Fifteen Only) (Warrant Issue Price) per Warrant aggregating to Rs. 30,76,25,000/- (Rupees Thirty Crores Seventy Six Lacs Twenty Five Thousand Only) to the Promoter, Promoter Group and non-promoter categories of persons (hereinafter "issue of Warrants") as follows:

| Sr. No. | Name of the Proposed Allottee | No. of Equity Shares to be allotted | Current Status / Category | Proposed Status / Category |
|---------|-------------------------------|-------------------------------------|---------------------------|----------------------------|
| | Bhushan Nemlekar | 12,95,000 | Promoter | Promoter |
| | Mitaram Jangid | 10,00,000 | Promoter | Promoter |
| | Amruta Jangid | 2,95,000 | Promoter | Promoter |
| | Choksi Manjula M | 75000 | Non-Promoter | Non-Promoter |
| | Ghisulal Kisan Kumar | 75000 | Non-Promoter | Non-Promoter |
| | Devki Nandan Sharma | 25000 | Non-Promoter | Non-Promoter |
| | Total | 27,65,000 | | |

An amount equivalent to at least 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Issue Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares. The terms and conditions of the Preferential Allotment of the Equity Shares and Warrants are as stated in the Resolution.

b. Objects of the Preferential Allotment:

Subject to applicable laws and regulations, our Company intends to use the Gross Proceeds to Preferential Issue (in whole or part) one or more, or any combination of the following:

- (c) Working Capital requirements of Company as well as its Subsidiaries, meeting various operational expenditure of the Company including contingencies;
- (d) Capital expenditure requirements of Company as well as its Subsidiaries, meeting various capital expenditure of the Company including contingencies;
- (c) Financing / investing of business opportunities, strategic initiatives;
- (d) General corporate purpose; and
- (e) Issue related expenses

The Proceeds are proposed to be deployed towards the purpose set out above and not proposed to be utilized towards any specific project. Accordingly, the requirement to disclose: (i) the break-up of cost of the project, (ii) means of financing such project, and (iii) proposed deployment status of the proceeds at each stage of the project, are not applicable.

The requirement stipulated by NSE Notice No. NSE/CML/2023/51 dated July 05,2023 with respect to the additional disclosures for objects of the issue is not applicable as the issue size of the preferential issue is less than Rs. 100 Crore.

- c. **Relevant Date:** In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the Convertible Warrants is August 29, 2024, being the date 30 days prior to the date of this Extraordinary General Meeting.

d. Pricing of the Issue:

The Equity Shares of the Company are listed and frequently traded on the NSE.

The price per Equity Share, to be issued, is fixed at Rs. 115/- (Rupees One Hundred Fifteen Only), being not less than the minimum price computed in accordance with Regulation 164 & 166A of the SEBI (ICDR) Regulations.

Since the equity shares of the Company have been listed on the NSE for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

Method of determination of price as per the Articles of Association of the Company – Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/minimum price of the shares issued on preferential basis.

As the proposed allotment is of more than five per cent. of the post issue fully diluted share capital of the Company to the proposed allottees a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The valuation report of the Registered Valuer pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link www.sumitwoods.com.

e. Amount which the Company intends to raise by way of such Convertible Warrants: Up to a maximum of Rs. 31,79,75,000/- (Rupees Thirty One Crores Seventy Nine Lacs Seventy Five Thousand Only).

f. Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Allotment:

The Equity Shares shall be offered to the Promoter and Non-Promoter categories of persons and they all have indicated their intention to subscribe to the Preferential Allotment as detailed at point “a.(i)” of the Explanatory Statement. The following Key Managerial Personnel of the Company intends to subscribe to the Warrants:

| Sr. No. | Name | Category/Designation/Relation | Warrant to be allotted |
|---------|------------------|-------------------------------|------------------------|
| 1. | Bhushan Nemlekar | Promoter | 12,95,000 |
| 2. | Mitaram Jangid | Promoter | 10,00,000 |
| 3. | Amruta Jangid | Promoter Group | 2,95,000 |

Except as mentioned above, no other Promoter and Non-Promoter, Directors or Key Managerial Personnel of the Company will subscribe to the proposed issue and they will not be making any contribution as part of the offer. There will be no change in Control/ Management. However, voting rights will change in tandem with the shareholding pattern.

- g. Time frame within which the Preferential Allotment shall be completed :** As required under the ICDR Regulations, the Convertible Warrants shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that in case the allotment of the proposed Convertible Warrants is pending on account receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions. The Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of Equity Shares in dematerialized form. Upon exercise of the option by the allottee to convert the warrants in to Equity Shares, the Company shall ensure that the allotment of equity shares pursuant to exercise of the warrants is completed within 15 days from the date of such exercise by the allottee.”
- h. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control] proposed allottee(s) of Convertible Warrants, the percentage of the post issue capital that may be held by them / her on issue of the Convertible Warrants:**

| Sr. No. | Name of the proposed Allottees | Identity of the Natural person who is the ultimate Beneficial owner proposed to be allotted and/or who ultimately control proposed allottee(s) of Equity Shares |
|---------|--------------------------------|---|
| | Bhushan Nemlekar | Not applicable |
| | Mitaram Jangid | Not applicable |
| | Amruta Jangid | Not applicable |
| | Choksi Manjula M | Not applicable |
| | Ghisulal Kisan Kumar | Not applicable |
| | Devki Nandan Sharma | Not applicable |

- i. Shareholding Pattern before and after the preferential issue of Convertible Warrants:**

| Sr. No. | Category | Pre-Preferential allotment | | *Post Preferential Allotment | |
|----------|--|----------------------------|-------------------|------------------------------|-------------------|
| | | No. of shares Held | % of Shareholding | No. of shares Held | % of Shareholding |
| A | Promoters and Promoter Group Holding: | | | | |
| 1 | Indian Promoters / Promoter Group: | 2,63,92,090 | 65.03 | 2,89,82,090 | 59.90 |
| | Sub-Total (A) | 2,63,92,090 | 65.03 | 2,89,82,090 | 59.90 |
| B | Non – Promoters’ holding: | | | | |
| | Individual | 1,28,47,680 | 31.65 | 1,72,02,024 | 35.56 |
| | Bodies Corporate | 4,31,862 | 1.06 | 7,21,862 | 1.49 |
| | Any Other | 9,15,412 | 2.26 | 14,74,912 | 3.05 |
| | Sub-Total (B) | 1,41,94,954 | 34.97 | 1,93,98,798 | 40.10 |
| | Grand Total (A+B) | 4,05,87,044 | 100.00 | 4,83,80,888 | 100.00 |

* The shareholding relating to post exercise of Warrants as shown above is calculated assuming full exercise of Warrants and consequential allotment of the Equity Shares of the company as per the aforesaid proposed issue.

In the event of any further issue of shares by the Company between the date of this notice and the date of allotment of Equity Shares on exercise of Warrants, the shareholding pattern shall stand modified accordingly.

- j. Lock-in Period:** The Convertible Warrants shall be locked-in for such period as may be specified under Regulations 167 and 168 of the ICDR Regulations.

The entire pre-preferential allotment shareholding of non-promoter categories of persons shall be locked-in from the relevant date up to a period of 90 trading days from the date of the trading approval as specified under Regulation 167(6) of the ICDR Regulations.

k. Undertakings:

- None of the Company, its Directors have been declared as willful defaulter or a fraudulent borrower as defined under the ICDR Regulations. None of its Directors is a fugitive economic offender as defined under the ICDR Regulations.
- The Company is eligible to make the Preferential Allotment to its Promoter under Chapter V of the ICDR Regulations.
- As the Equity Shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company.

- l. Certificate of Practicing Company Secretary:** The certificate from, M/s. SCP & Co., the Practicing Company Secretary, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website and is accessible at link: www.sumitwoods.com

- m. The percentage (%) of Post Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:**

The percentage (%) of Post Preferential Issue Capital that may be held by the allottees as mentioned in table below and there shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares.

| Sl. No. | Name | Current Status / Proposed Status Category | Pre issue | | No of Equity share issue | Warrants issue | Post issue | |
|---------|----------------------|---|-------------|-------|--------------------------|----------------|--------------|--|
| | | | No of share | % | | | Post holding | *% of total Capital (assuming full conversion of warrants) |
| | Bhushan Nemlekar | Promoter | 4109090 | 10.12 | 0 | 1295000 | 5404090 | 11.17 |
| | Mitaram Jangid | Promoter | 9674974 | 23.84 | 0 | 1000000 | 10674974 | 22.06 |
| | Amruta Jangid | Promoter | 0 | 0.00 | 0 | 295000 | 2,95,000 | 0.61 |
| | Choksi Manjula M | Promoter | 0 | 0.00 | 0 | 75000 | 75000 | 0.16 |
| | Ghisulal Kisan Kumar | Non-Promoter | 0 | 0.00 | 0 | 75000 | 75000 | 0.16 |
| | Devki Nandan Sharma | Non-Promoter | 0 | 0.00 | 54000 | 25000 | 25000 | 0.05 |
| | | | 13784064 | 33.96 | 54000 | 2765000 | 16549064 | 34.21 |

- n. **Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:** Nil
- o. **Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** Not Applicable
- p. **Principal terms of assets charged as securities:** Not Applicable.
- q. **Other disclosures:**
- During this financial year, the Company has not made any preferential allotment.
 - Disclosures specified in Schedule VI of SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower: **Not Applicable**

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 3 in the accompanying notice for your approval.

Except Bhushan Nemlekar, Mitaram Jangid and Amruta Jangid, none of the Directors, Key Managerial Personnel and / or their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution, except for their shareholding in the Company.

By Order of the Board of Directors
For **Sumit Woods Limited**

Sd/-

Bhushan Nemlekar
Whole-Time Director & Chief Financial Officer
DIN: 00043824

Registered Office:

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

Place: Mumbai

Date: 02nd September, 2024