

18th June, 2019

To,

National Stock Exchange of India Limited
Listing Department, Exchange Plaza,
Plot No. C-1, G Block, Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051

Dear Sir/ Madam,

Sub: Postal Ballot Notice seeking consent of the shareholders of the company

Ref: NSE – SUMIT

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (Listing Regulations), we hereby are enclosing herewith the Postal Ballot Notice dispatched to the shareholders of the company on 18th June, 2019, along with the Postal Ballot Form seeking their consents, by postal Ballot including voting by electronic mean for following

1. Migration of the Company from SME platform of National Stock Exchange of India (NSE EMERGE) to Main Board of NSE;

You are requested to kindly take the same on your records and oblige.

Thanking You,

Yours faithfully,

For **SUMIT WOODS LIMITED**

(formerly known as Sumit Woods Private Limited)


Bhushan Nemlekar
(Whole-Time Director)

DIN: 00043824

Encl: As above



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

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

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

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

CIN No : L36101MH1997PLC152192



SUMIT WOODS LIMITED

CIN: L36101MH1997PLC152192

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

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

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

POSTAL BALLOT NOTICE

[Notice Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Members of the Company

Notice is hereby given that pursuant to section 110 and other applicable provisions if any, of the companies Act, 2013 (hereinafter referred to as "the Act") read with Companies (Management and Administration Rules, 2014 (hereinafter referred to as "the Rules") and pursuant to applicable provisions of Securities and Exchange Board of India (Issue of capital and Disclosure Requirements) Regulations, 2018 as amended from time to time including any statutory modification or re-enactment thereof for the time being in force, that the resolution appended are proposed to be passed as special resolution or ordinary Resolution through Postal Ballot means including voting through electronic ("Remote E-voting").

The explanatory statement pertaining to the aforesaid resolution setting out the material facts concerning each item and the reasons thereof, are annexed hereto along with a postal Ballot Form (the "Form") for /our consideration.

The Board of Directors of the company, at its Meeting held on Saturday, 15th June, 2019 has appointed Mr. Rohit Kudtarkar, practicing company Secretary as Scrutinizer for conducting the Postal Ballot and Remote E-voting process, in a fair and transparent manner. In the event the draft Resolution as set out in the Notice is assented by the requisite majority by means of Postal Ballot, they shall be deemed to have been passed as Special Business at an Extra- ordinary General Meeting. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the company for receipt of duly completed postal ballot forms or remote e-voting.

Members have the option to vote either by Physical Postal Ballot or through Remote E-voting. Members desiring to exercise their vote by means of Physical Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Notice and Postal Ballot the Form, record your assent (for) or dissent (against) therein by filling necessary details affixing your signature at the designated place in scrutinizer and return the Form duly completed in the attached self-addressed postage pre-paid business reply envelope so as to reach the Scrutinizer at M/s Kudtarkar & Associates 139, 1st Floor, Raghuleela Megamall, Kandivali West, Mumbai - 400067 on or before Friday 19th July, 2019 05.00 p.m.

The Scrutinizer after completion of the scrutiny will submit his report to the chairman of the Company. Thereafter the results of the postal ballot will be announced by the Chairman or any of the Executive Directors or Company Secretary of the Company on or before Sunday, 21st July, 2019 at the registered office of the Company. The aforesaid result would be displayed at the registered office of the Company and intimated to the Stock Exchanges where the shares of the company are listed and displayed along with the scrutinizer's report on the company's website viz. www.sumitwoods.com

Members desiring to opt for Remote e-voting as per facilities arranged by the Company are requested to read the notes to the notice and the instructions overleaf the Form. References to Postal Ballot(s) in the notice include votes received electronically.

The Resolution, if approved, will be taken as passed effectively on Sunday, 21st July, 2019.

Item of Special Business requiring consent of shareholders through Postal Ballot:

Migration of Listing/ Trading of Equity Shares of the company from SME platform (EMERGE) of National Stock Exchange of India (NSE) to Main Board of NSE.

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

"RESOLVED THAT pursuant to the Regulation 277 and other relevant provisions, laid down in chapter IX of Securities and Exchange Board of India (Issue of capital and Disclosure Requirements) Regulation, 2018 ("SEBI (ICDR) Regulations, 2018") and other applicable provisions, if any, of the Companies Act, 2013, SEBI (ICDR) Regulations, 2018 and the rules framed there under, including any-amendment, modification, variation or re-enactment thereof, the consent of the members of the company be and is hereby accorded for purpose of migration of the present listing from SME platform (EMERGE) of National Stock Exchange of India (NSE) to Main Board of NSE.

RESOLVED THAT pursuant to section 106 U (2) of SEBI (ICDR) regulations and other applicable provision of Securities And Exchange Board Of India Act, 1992 and rules and regulations made there under, Securities Contract Regulations Act, 1956 and Rules made there under, SEBI (Issue of Capital And Disclosure Requirements) Regulation, 2009 Companies Act, 2013 and any re-enactments or modification thereto and rules made there under and subject to the provision of Small and Medium Enterprises Listing Agreement and Listing Agreement for listing of securities on Main Board of a Stock Exchange and subject to the applicable laws and by-laws and rules and regulation of respective Stock Exchange, and subject to all other modifications, enactments, re-enactments and amendments to the above and all other applicable laws and subject to the approval if any or any of the Statutory authorities such as Securities And Exchange Board of India (SEBI), concerned Register of Companies (ROC), Reserve Bank Of India (RBI), Competition Commission of India and any other authority approval of which may be required for the purpose, approval of Shareholders of the Company be and is hereby accorded to get 3,05,87,044 number of Equity Shares of the Company of Face Value Rs. 10/- (Rupees Ten only) per Share, currently listed on National Stock Exchange EMERGE, migrated to National Stock Exchange Main Board and listed on the exchange, at the prevailing market price on the date of Migration.”

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

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

Bhushan Nemlekar
Whole-Time Director
DIN: 00043824

Registered Office:

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

Place: Mumbai

Date: 15th June, 2019

NOTES:

- 1) An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") setting out the material facts and reasons for the proposed Resolutions, is annexed hereto.
- 2) The Postal Ballot notice is being sent to all the Members, whose names appear in the Register of Members/ List of beneficial owners, received from National Securities Depository Limited (NSDL) / CDSL as on close of the business hours on Saturday, 15th June, 2019 (cut-off date). Likewise, the Members whose names appear as on the cut-off date will be considered for the purpose of voting and those who are not a member on the said date shall treat this Notice for information purpose only. The postal ballot form and the self-addressed business reply envelope are enclosed for use of the Members.
- 3) In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its Members a facility to exercise their right to vote by electronic means through e-voting. The Company has appointed NSDL as agency in respect of e-voting for the Postal Ballot.
- 4) The e-voting period begins on Thursday, 20th June, 2019 at 9.00 a.m. and ends on Friday, 19th July, 2019 at 5.00 p.m.
- 5) A Member cannot exercise his/her/its vote by proxy on postal ballot.
- 6) A member desiring to exercise vote by physical Postal Ballot Form is requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed with the assent (for) or dissent (against), in the enclosed pre-paid envelope, so as to reach the Scrutinizer not later than close of the working hours (5.00 p.m.) on Friday, 19th July, 2019 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
- 7) All the material documents referred to in the accompanying Notice are open for inspection by the Members at the Registered/Corporate Office of the Company on all working days, except Saturday, between 11:00 a.m. and 1:00 p.m. up to Friday, 19th July, 2019.
- 8) Kindly note that the Members can opt for only one mode of voting i.e. either by physical postal ballot or evoting. However, in case members cast their vote by both physical postal ballot and e-voting, then voting done through e-voting shall prevail and voting done by physical postal ballot will be treated as invalid.
- 9) Any queries/grievances pertaining to voting by postal ballot including the e-voting process can be addressed to Ms. Sayli Munj, Company Secretary of the Company at Sumit Woods Limited, B - 1101, Express Zone, Diagonally Opp. to Oberoi Mall, W.E. Highway, Malad (East), Mumbai – 400097 or by sending an e-mail at cs@sumitwoods.com

Procedure to vote electronically using NSDL e-voting system

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

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

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

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

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

2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL 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
For Members who hold shares in demat account with NSDL	8 character DPID followed by 8 Digit Client ID For example if your DPID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example, if folio number is A00005 and EVEN is 110406 then user ID is 110406A00005

5. Instructions for retrieving Password:
 - 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 your 'initial password'. Details of 'initial password' are given in Point c (i) and (ii) below. Once you have your 'initial password', you need to enter the 'initial password' on the log-in page and the system will force you to change your password.
 - c) 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 which is a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is provided at the bottom of the physical Postal Ballot Form.
6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:
 - a) If you are holding shares in your demat account with NSDL or CDSL, click on “Forgot User Details/Password” option available on www.evoting.nSDL.com.
 - b) If you are holding shares in physical mode, click on “Physical User Reset Password” 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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, click on “Agree to Terms and Conditions” by selecting on the check box.
8. Now you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-voting will open.

Step 2: How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies’ “EVEN” (E-Voting Event Number) in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of “Sumit Woods Limited”. The Cast Vote page will open.
4. Now you are ready for e-voting as the voting page opens.
5. Cast your vote by selecting your favoured option i.e. assent/dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csrohitk19@gmail.com with a copy marked to evoting@nSDL.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nSDL.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the “downloads” section of www.evoting.nSDL.com or call on toll free no.: 1800-222-990 or send a request at evoting@nSDL.co.in.

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

Migration of Listing/ Trading of Equity Shares of the company from SME platform (EMERGE) of National Stock Exchange of India (NSE) to Main Board of NSE.

As per the regulation 277 laid under Chapter IX of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 with SEBI vide their circulated dated 18th May, 2010 and National Stock Exchange (NSE) circular NSE/SME/37551 dated April 18, 2018, An issuer 'platform whose specified securities are listed on a SME Platform can migrate to the Main Board on account of further issue of capital through an offer document or placement document in terms of ICDR Regulations.

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

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

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

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

Further As per the regulation 277 laid under Chapter IX of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the company may migrate its specified securities to the main board of the stock exchanges if its shareholders approve such a migration by passing a special resolution through postal ballot to this effect. Same was considered in our notice dated 23rd May, 2019 of Annual General Meeting (AGM) at item no. 7 but was not passed through postal ballot.

Pursuant to Section 102 of the Companies Act, 2013, The Board of Directors of the Company do hereby confirm that none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, in the aforesaid resolution.

Hence the aforesaid resolution is placed before the shareholders of the Company for their consent through postal Ballot under Section 110 of the Companies Act, 2013.

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

Bhushan Nemlekar
Whole-Time Director
DIN: 00043824

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

Place: Mumbai
Date: 15th June, 2019



SUMIT WOODS LIMITED

CIN: L36101MH1997PLC152192

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

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

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

POSTAL BALLOT FORM

(Please read the instructions before completing the Form)

Sr. No. _____

1. Name and Registered Address of the Sole/ First named Member	
2. Name(s) of the Joint Member(s), if any	
3. Registered Folio No. / DP ID No. & Client ID No.	
4. No. of share(s) held	

I/We hereby exercise my/our vote(s) in respect of the following Ordinary Resolution to be passed through Postal Ballot/e-voting as set out in the Notice dated 15th June, 2019 of the Company by sending my/our assent (for) or dissent (against) the said Resolution by placing the tick mark (v) at the appropriate box below:

Description of the Resolution	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Migration of Listing/ Trading of Equity Shares of the company from SME platform (EMERGE) of National Stock Exchange of India (NSE) to Main Board of NSE			

Place: _____

Date: _____

Signature of the Member / Authorised Representative

Notes:

- (i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
- (ii) Last date for receipt of Postal Ballot Form is Friday, 19th July, 2019 (5.00 p.m.)
- (iii) Please read the instructions printed overleaf carefully before exercising your vote.

Particulars of E-voting

EVEN	User ID	Password
110802		

INSTRUCTIONS

1. General Instructions:

- a) There will be one Postal Ballot Form/e-voting for every Client ID No./Folio No., irrespective of the number of joint holders.
- b) Members have option to vote either through Postal Ballot Form or through e-voting. If a member has opted for Physical Postal Ballot, then he/she should not vote by e-voting and vice versa. However, in case a member has casted the vote through both physical postal ballot and e-voting, then vote cast through e-voting shall prevail and vote cast through Physical Postal Ballot shall be considered as invalid.
- c) Voting in the Postal ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives with proof of their authorization, as stated below.
- d) Any query in relation to the Resolution proposed to be passed by Postal Ballot may be addressed to Ms. Sayli Munj, Company Secretary of the Company at Sumit Woods Limited, B - 1101, Express Zone, Diagonally Opp. to Oberoi Mall, W.E. Highway, Malad (East), Mumbai – 400097 or by sending an e-mail at cs@sumitwoods.com.
- e) The Scrutinizer's decision on the validity of a Postal Ballot/E-voting shall be final and binding.
- f) A member need not exercise all his/her/its votes.

2. Instructions for voting physically by Postal Ballot Form:

- a) A member desirous of exercising his/her/its Vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer, Mr. Rohit Kudtarkar, Practising Company Secretary, in the attached self-addressed envelope the postage of which is being borne and paid by the Company. Further, any envelopes containing postal ballot, if deposited in person or sent by courier at the expense of the Registered Member(s) will also be accepted.
- b) The self-addressed postage pre-paid envelope bears the address of the Scrutinizer appointed by the Company.
- c) This Form must be completed and signed by the Member, as per specimen signature registered with the Company or Depository Participant, as the case may be. In case of joint holding, this Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her/its absence, by the next named Member.
- d) In respect of shares held by corporate and institutional members (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
- e) Voting rights shall be reckoned to the paid-up equity shares registered in the name of the Member as on the close of business hours on Saturday, 15th June, 2019 (Cut-off Date).
- f) The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (v) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
- g) Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
- h) Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (5:00 p.m.) on Friday, the 16th July, 2019. All Postal Ballot Forms received after this date will be strictly treated as if no reply has been received from the Member.
- i) A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified in instruction No. 2(h) above.
- j) Members are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot Form except giving their assent or dissent and putting their signature. If any such other paper is sent, the same will be disregarded by the Scrutinizer.
- k) The result of the voting on Resolution will be announced on/before Sunday, 21st July, 2019. The result of the Postal Ballot will be intimated to the Stock Exchanges where the Company's shares are listed, displayed on the website of the Company at www.sumitwoods.com and on the website of NSDL.
- l) A member need not exercise all his/her/its votes nor does he/she need to cast all his/her/its votes in the same way. The number of shares in respect of which votes are cast should be mentioned in the column, in the absence of which, all the votes shall be deemed to have been cast (to the extent of number of shares held as on the cut-off date) as per the tick mark placed by the member in the respective column.
- m) Postal Ballot Forms with following deficiencies will be rejected:
 - (i) A form other than one issued by the company has been used;
 - (ii) It has not been signed by or on behalf of the Member;
 - (iii) Signature on the postal ballot form doesn't match the specimen signatures with the Company;
 - (iv) It is not possible to determine without any doubt the assent or dissent of the Member;
 - (v) Neither assent nor dissent is mentioned;
 - (vi) Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
 - (vii) The envelope containing the postal ballot form is received after the last date prescribed;
 - (viii) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - (ix) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
 - (x) Member has made any amendment to the Resolution or imposed any condition while exercising his/her/its vote;
 - (xi) Such other reasons as the Scrutinizer may deem fit.