

CONSOLIDATED SCRUTINIZER'S REPORT

Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments thereto and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

To,

The Chairman of Sumit Woods Limited,

The 27th Annual General Meeting of the Members of **Sumit Woods Limited (CIN: L36101MH1997PLC152192)** held on Wednesday, 27th September 2023 at 3:00 P.M IST through video conferencing ("VC") / Other Audio-Visual Means ("OAVM").

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting and e-voting conducted at the 27th Annual General Meeting of the Members of Sumit Woods Limited held on Wednesday, 27th September 2023 at 3:00 P.M. through video conferencing ("VC") / Other Audio-Visual Means ("OAVM").

1. I, Swapnil C. Pande proprietor of M/s. SCP & CO., Practicing Company Secretary (Membership No. ACS 44893 / C.P. No 21962) appointed as the Scrutinizer by the Board of **Sumit Woods Limited ("The Company")** for the purpose of scrutinizing remote e-voting and e-voting conducted at the 27th Annual General Meeting ("AGM") held through video conferencing ("VC") / Other Audio-Visual Means ("OAVM") on Wednesday, 27th September 2023 at 3:00 P.M. 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 in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The AGM is held in compliance with the MCA General Circular dated 28th December 2022 read with circulars dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021, 8th December 2021, 14th December 2021 and 5th May 2022 (collectively referred to as "MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022, Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 (collectively referred to as "SEBI Circulars") permitted the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue.



3. My responsibility as a Scrutinizer is to ensure **that the voting process is conducted in a fair and transparent manner and submit a Scrutinizer's Report on the votes cast 'in favour' or 'against' the resolutions, based on the reports generated from the electronic voting system offered by National Securities Depository Limited (NSDL) prior to AGM as well as during the 27th AGM. The Management of the Company is responsible to ensure compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to remote e-voting and e-voting conducted at the AGM to the members on the resolutions proposed in the Notice calling the 27th AGM of the Company.**
4. The notice dated 1st September 2023 convening AGM was sent to the shareholders on 2nd September 2023 through electronic mode to those members whose email addresses were registered with the Company/Depositories.
5. The Company had availed the e-voting facility offered by NSDL for conducting remote e-voting and e-voting by the Shareholders of the Company at the AGM.
 - a) Prior to the date of the AGM, the remote e-voting period commenced on Sunday, 24th September 2023 at 09.00A.M. and ended on Tuesday, 26th September 2023 at 05.00 P.M., further the e-voting system was disabled thereafter.
 - b) Further, the Company had also provided e-voting facility to the members who attended the 27th AGM through VC / OAVM and had not voted on resolutions through remote e-voting, to cast their vote during the 27th AGM.
6. The Equity Shareholders holding shares as on Wednesday, 20th September 2023, "Cut Off date" were entitled to vote on the resolutions stated in the notice of the 27th AGM of the Company.
7. After the completion of the e-voting process at the AGM, the votes cast through remote e-voting prior to the date of the 27th AGM as well as during the 27th AGM were unblocked and downloaded the e-voting from the website of NSDL in the presence of two witnesses - who are not in the employment of the Company.

I now, submit my combined report as under on the results of the remote e-voting prior to the date of the 27th AGM as well as during the 27th AGM in respect of the each of the resolutions as set out in the Notice dated 1st September 2023:



Resolution No 1: Ordinary Resolution: Adoption of the Financial Statements and Report thereon.

Voting Description	Remote E-voting		E-voting at the AGM		Total		Percentage (%)
	No. of Members	No. of valid votes cast by them	No. of Members	No. of valid votes cast by them	No. of Members	No. of valid votes cast by them	
Voted - Favour	40	19190798	2	56188	42	19246986	99.99
Voted - Against	1	2000	-	-	1	2000	0.01
Total	41	19192798	2	56188	43	19248986	100
Invalid Votes	-	-	-	-	-	-	-

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 1 of the Notice of the AGM dated 1st September 2023 has been passed with requisite majority.

Resolution No 2: Ordinary Resolution: Appointment of Director in place of one retiring by rotation.

Voting Description	Remote E-voting		E-voting at the AGM		Total		Percentage (%)
	No. of Members	No. of valid votes cast by them	No. of Members	No. of valid votes cast by them	No. of Members	No. of valid votes cast by them	
Voted - Favour	39	19178145	2	56188	41	19234333	99.92
Voted - Against	2	14653	-	-	2	14653	0.08
Total	41	19192798	2	56188	43	19248986	100
Invalid Votes	-	-	-	-	-	-	-

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 2 of the Notice of the AGM dated 1st September 2023 has been passed with requisite majority.



Resolution No 3: Special Resolution: To approve powers of the Board U/s 180(1)(a) of the Companies Act, 2013.

Voting Description	Remote E-voting		E-voting at the AGM		Total		Percentage (%)
	No. of Members	No. of valid votes cast by them	No. of Members	No. of valid votes cast by them	No. of Members	No. of valid votes cast by them	
Voted - Favour	40	19190798	2	56188	42	19246986	99.99
Voted - Against	1	2000	-	-	1	2000	0.01
Total	41	19192798	2	56188	43	19248986	100
Invalid Votes	-	-	-	-	-	-	-

Based on the aforesaid result, we report that the Special Resolution as set out in Item No. 3 of the Notice of the AGM dated 1st September 2023 has been passed with requisite majority.

Resolution No 4: Special Resolution: Approval of Loans, Investments, Guarantee or Security Under Section 185 of The Companies Act, 2013.

Voting Description	Remote E-voting		E-voting at the AGM		Total		Percentage (%)
	No. of Members	No. of valid votes cast by them	No. of Members	No. of valid votes cast by them	No. of Members	No. of valid votes cast by them	
Voted - Favour	40	19190798	2	56188	42	19246986	99.99
Voted - Against	1	2000	-	-	1	2000	0.01
Total	41	19192798	2	56188	43	19248986	100



Invalid Votes	-	-	-	-	-	-	-
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Based on the aforesaid result, we report that the Special Resolution as set out in Item No. 4 of the Notice of the AGM dated 1st September 2023 has been passed with requisite majority.

Resolution No 5: Special Resolution: Approval of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate u/s 186 of the Companies Act,2013.

Voting Description	Remote E-voting		E-voting at the AGM		Total		Percentage (%)
	No. of Members	No. of valid votes cast by them	No. of Members	No. of valid votes cast by them	No. of Members	No. of valid votes cast by them	
Voted - Favour	40	19190798	2	56188	42	19246986	99.99
Voted - Against	1	2000	-	-	1	2000	0.01
Total	41	19192798	2	56188	43	19248986	100
Invalid Votes	-	-	-	-	-	-	-

Based on the aforesaid result, we report that the Special Resolution as set out in Item No.5 of the Notice of the AGM dated 1st September 2023 has been passed with requisite majority.

Thanking You,
Yours Faithfully,

For M/S. SCP & CO.
Practicing Company Secretaries

Swapnil Pande

ACS No: 44893; CP No.: 21962

Peer Review Certificate No: 1958/2023

Place: Mumbai

Date: 29th September 2023

UDIN No.: A044893E001126041



Counter Signed by

Pooja Shah

Pooja Shah

Company Secretary

Sumit Woods Limited

