

June 23, 2023

To,
The National Stock Exchange India Limited
Exchange Plaza,
Plot No. C/1, Block – G
Bandra Kurla Complex,
Bandra – East
Mumbai – 400 051

Dear Sir/Madam

Ref: Sumit Woods Limited
Symbol: SUMIT

Sub: Notice of Postal Ballot – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)

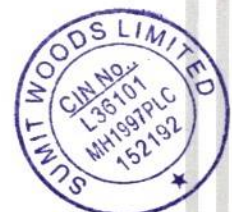
Further to the outcome of meeting of the Board of Directors of the Company dated June 22, 2023, please find enclosed copy of the Notice of Postal Ballot of Sumit Woods Limited (**‘the Company’**) dated 22nd June 2023 along with the Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**‘Notice’**), seeking approval of the Members of the Company on the resolution(s), for the following matter:

SR No.	Type of Resolution	Description of Resolution
1	Special Resolution	Re-appointment of Mr Mitaram Jangid (DIN: 00043757) – Managing Director of the Company for a term of five consecutive years
2	Special Resolution	Re-appointment of Mr. Bhushan S. Nemlekar (DIN 00043824) as a Whole-Time Director of the Company for a term of five consecutive years.
3	Special Resolution	Re-appointment of Ms. Pooja Chogle (DIN: 08105139) as a Non-Executive Independent Director of the Company for a term of five consecutive years.
4	Special Resolution	To Increase the overall maximum managerial remuneration limit.

In compliance with the provisions of Ministry of Corporate Affairs (“MCA”) General Circular No.02/2021 dated 13th January, 2021 read with Circular No.20/2020 dated 5th May 2020, 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021 and 20/2021 dated 8th December, 2021, 3/2022 dated 5th May 2022 and 11/2022 dated 28th December 2022 this Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the

Sumit Woods Limited.

B - 1101, Express Zone, Diagonally Opp. to Oberoi Mall, W.E.Highway, Malad (East), Mumbai - 400 097.
Tel.: 022- 2874 9966 / 77 ● Fax : 022-2874 3377 ● Email : contact@sumitwoods.com ● www.sumitwoods.com
CIN No. : L36101MH1997PLC152192



Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, 16th June 2023 ('Cut-Off Date'). The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.

The Company has engaged National Securities Depository Limited ("NSDL"), an agency authorized by the Ministry of Corporate Affairs ("MCA") for providing Remote e-voting facility to all its members. **The Remote e-voting period commences from Monday, 26th June 2023 at 9:00 A.M. and ends on Tuesday, 25th July 2023 at 5:00 P.M.**

Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.

The Notice is also being made available on the website of the Company at www.sumitwoods.com

Kindly take this on your records and acknowledge the same.

For Sumit Woods Limited

BHUSHAN
SUBODH
NEMLEKAR

Digitally signed by BHUSHAN SUBODH NEMLEKAR
DN: c=IN, o=Personal,
ou=Sumit Woods Limited, email=BHUSHAN.SUBODH.NEMLEKAR@SUMITWOODS.COM,
serial=1, cn=BHUSHAN SUBODH NEMLEKAR
Date: 2023.06.23 14:12:51 +05'30'



Bhushan Nemlekar
Whole time Director
Din: 00043824
Encl: As Above

Sumit Woods Limited.

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**SUMIT WOODS LIMITED**

CIN:L36101MH1997PLC152192

Registered Office: - B-Wing, Office No-1101, Opp. Reliance Office, Express Zone, W.E.Highway, Malad-East Mumbai 400097 **Tel. No.:** 022- 2874 9966 177 **Fax:**022-2874 3377**Email:** contact@sumitwoods.com **Website:** www.sumitwoods.com**NOTICE OF POSTAL BALLOT****Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014****Dear Members of
M/s. Sumit Woods Limited**

NOTICE is hereby given that pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Regulations & Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India and in accordance with the guidelines prescribed by Ministry of Corporate Affairs (MCA) vide its General Circular No.02/2021 dated 13th January, 2021 read with Circular No.20/2020 dated 5th May 2020, 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021 and 20/2021 dated 8th December, 2021, 3/2022 dated 5th May 2022 and 11/2022 dated 28th December 2022 and other applicable laws and regulations, if any, that the Special resolution as set out in this Notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic voting ('E- voting') only.

Notice is sent only by e-mail to all the Members of the Company who have registered their e-mail addresses with the Company, Registrars and Transfer Agents or Depository/ Depository Participants and the communication of assent/ dissent of the Members will only take place through the E-voting system. This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars. In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. You are advised to record your assent or dissent by means of E-Voting system only, provided by the Company.

The Company has engaged National Securities Depository Limited ("**NSDL**"), an agency authorized by the Ministry of Corporate Affairs ("MCA") for providing Remote e-voting facility to all its members. **The Remote e-voting period commences from Monday, 26th June 2023 at 9:00 A.M. and ends on Tuesday, 25th July 2023 at 5:00 P.M.**

An Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 and the relevant information required under Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 setting out all material facts relating to the resolution mentioned in this Notice of Postal Ballot is annexed hereto.

SPECIAL BUSINESS:**Item No 1: Re-appointment of Mr Mitaram Jangid (DIN: 00043757) – Managing Director of the Company for a term of five consecutive years.**

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

"RESOLVED THAT pursuant to provisions of Sections 196, 197, 198 & 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modifications or re-enactments thereof, for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company and pursuant to the recommendation made by Nomination & Remuneration Committee, consent of the members be and is hereby granted for re-appointment of Mr. Mitaram Jangid (DIN: 00043757) as the Managing Director of the company with effect from 26th May 2023, to 25th May 2028 for a period of five (5) consecutive years and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT subject to the provisions of the Act and the rules, circulars, orders and notifications issued there under (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V of the Act and with authority to the Nomination and Remuneration Committee of the Board to alter and vary the remuneration as it may deem fit and to fix the quantum, composition and periodicity of the remuneration payable to the Managing Director subject to however that the annual remuneration does not exceed the limit mentioned in attached explanatory statement.

RESOLVED FURTHER THAT the Board of Directors/Company secretary be and is hereby authorised to delegate all or any of its powers to any of its committee(s) or any director or officer or person and to do all such acts, deeds, matters and things for giving effect to this resolution.”

Item No 2: Re-appointment of Mr. Bhushan S. Nemlekar (DIN : 00043824) as a Whole-Time Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, and rules made there under, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and such other provisions as may be applicable, and pursuant to the recommendation made by Nomination & Remuneration Committee, consent of the members be and is hereby granted for the re-appointment of **Mr. Bhushan S. Nemlekar (DIN: 00043824)** as a Whole-Time Director of the Company, with effect from 26th May 2023, to 25th May 2028 for a period of five (5) consecutive years and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT subject to the provisions of the Act and the rules, circulars, orders and notifications issued there under (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V of the Act and with authority to the Nomination and Remuneration Committee of the Board to alter and vary the remuneration as it may deem fit and to fix the quantum, composition and periodicity of the remuneration payable to the Whole Time Director subject to however that the annual remuneration does not exceed the limit mentioned in attached explanatory statement.

RESOLVED FURTHER THAT that any of director or Company Secretary, be and is hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No 3: Re-appointment of Ms. Pooja Chogle (DIN: 08105139) as a Non-Executive Independent Director of the Company for a term of five consecutive years.

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

“**RESOLVED THAT** pursuant to Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications(s) or re-enactments thereof for the time being in force), Articles of Association of the Company and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and pursuant to the recommendations of the Nomination and Remuneration Committee, Ms. Pooja Chogle (DIN: 08105139) who holds office as an independent director up to 26th April 2023, be and is hereby reappointed as an Independent director, not liable to retire by rotation, for second term of five years with effect from 27th April 2023 to 26th April 2028.

RESOLVED FURTHER THAT that any of director or Company Secretary, be and is hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No 4: To Increase the overall maximum managerial remuneration limit

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereof and the Rules made thereunder and as per regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications(s) or re-enactments thereof for the time being in force), Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors; and subject to the approval of any other statutory authorities, as may be required in this regard, the approval of members of the Company, be and is hereby accorded to increase the overall maximum managerial

remuneration limit payable to Mr. Mitaram Jangid (DIN: 00043757) Managing Director , Mr Bhushan S. Nemlekar (DIN: 00043824) Whole-Time Director and Mr. Subodh Ramakant Nemlekar (DIN: 00043795) Non executive Director, of the Company to the extent it would exceed prescribed limit specified under Section 197 and Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the terms and remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of no profit or inadequate profit or in the event of profit during this financial year and upcoming financial year, the consent of the member of the company be and is hereby granted to pay the remuneration as stated in explanatory statement to the Managing Director, Whole Time Director and Non-Executive Director of the Company.

RESOLVED FURTHER THAT that any of director or Company Secretary, be and is hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Sd/-

Ms. Pooja Shah

Company Secretary & Compliance Officer

Place: Mumbai

Date: 22-06-2023

Notes:

1. The Explanatory Statement pursuant to Section 102, Section 108 and Section 110 of the Companies Act, 2013 read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
2. The Board of Directors has appointed Mr. Swapnil Pande, Proprietor, M/s. SCP & CO., Practicing Company Secretary as a Scrutinizer for conducting Postal Ballot process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to all the Members, whose names appear on the Register of Members/List of beneficial owners as received from National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on Friday, 16th June 2023, the cut-off date.
4. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company, Registrar and Transfer Agent or Depositories and the communication of assent/dissent of the Members will only take place through the E-voting system. In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Necessary Explanatory Statements are attached with the Notice. You are advised to record your assent or dissent by means of E-Voting system only, provided by the Company.
5. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at www.sumitwoods.com and on the website of NSDL www.evoting.nsdl.com. Also, members may please note that the Postal Ballot Notice will also be uploaded on the NSE-NEAPS Portal.
6. The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut-off Date are requested to register their e-mail Ids by sending an e-mail citing subject line as “Sumit Woods Limited-Postal Ballot - Registration of e-mail addresses” to Registrar and Transfer Agent of the Company, i.e., Bigshare Services Private Limited at jibu@bigshareonline.com or to the Company at cs@sumitwoods.com with name of registered shareholder(s), folio number(s)/DP Id/Client Id and No. of equity shares held, from the email address they wish to register to enable them to exercise their vote on special business as set out in the Postal Ballot Notice through remote e-voting facility provided by NSDL.
7. In terms of Sections of Section 108, 110 and other applicable provisions of the Companies Act, 2013, read together with the Companies (Management and Administration) Rules, 2014, and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) (hereinafter referred to as the “Listing Regulations”) as amended from time to time, the Company is pleased to provide e-voting facility for its Members to enable them to cast their votes on the resolutions electronically. The Company has appointed NSDL for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the “Remote e-voting”).

8. The e-voting period commences on **Monday, 26th June 2023 at 9:00 A.M. and ends on Tuesday, 25th July 2023 at 5:00 P.M.** The remote e-voting module shall be disabled for voting thereafter. During this period, the members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being Friday, 16th June 2023, may cast their vote by electronic means in the manner and process set out hereinabove. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change it subsequently.
9. The Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on Friday, 16th June 2023. Members can vote for their entire voting rights as per their discretion.
10. In case of any query pertaining to e-voting, or any grievances or queries of the members of the Company connected with the electronic voting can be addressed to the Company's Registrar & Share Transfer Agents, Bigshare Services Private Limited at jibu@bigshareonline.com (e-mail) or may write to the Company Secretary of the company at cs@sumitwoods.com.
11. The Scrutinizer will submit the results to the Chairman of the Company or any authorised person of the Company after completion of the scrutiny of the e-voting, and the results of the voting by Postal Ballot will be announced on or before Thursday, 27th July 2023 at the Registered Office of the Company at B-Wing, Office No-1101, Opp. Reliance Office, Express Zone, W.E.Highway, Malad-East Mumbai 400097.
12. The result of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the Company's website www.sumitwoods.com and shall be communicated to the Stock Exchanges where the Company's shares are listed. The result of the Postal Ballot will also be displayed at the Registered Office of the Company.
13. Resolution passed by the members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the members convened in that behalf. The resolution, if approved by the requisite majority of members by means of Postal Ballot, shall be deemed to have been passed on the last date of voting, i.e. Tuesday, 25th July 2023.
14. A Member cannot exercise his / her / its vote by proxy on Postal Ballot / E- Voting
15. The instructions and other information relating to e-voting are as under:
 - i. The voting period begins on Monday, 26th June 2023 at 9:00 A.M. and ends on Tuesday, 25th July 2023 at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Friday, 16th June 2023 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
 - ii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.
 - iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 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.
 - iv. Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:




Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December 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
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<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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. 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. 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.

	<p>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.</p> <p>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.</p>
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.

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.co.in or call at 022 - 4886 7000 and 022 - 2499 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 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 '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***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- 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.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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 etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick 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: Cast your vote electronically on NSDL e-Voting system.

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

- 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.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- 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.co.in. 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 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in

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 shareholder 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in 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.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("The Act")**Item No 1: Re-appointment of Mr Mitaram Jangid (DIN: 00043757) – Managing Director of the Company for a term of five consecutive years.**

Based on recommendation of the Nomination & Remuneration Committee, the Board of Directors at their meeting held on 29th April 2023 had approved re-appointment of Mr. Mitaram Jangid (DIN 00043757) as the Managing Director of the company with effect from 26th May 2023 to 25th May 2028 for a period of five (5) consecutive and his office shall not be liable to retire by rotation.

Mr. Mitaram Jangid is not disqualified from being appointed as Director(s) in terms of Section 164 of the Companies Act, 2013 (the Act) and the Company has also received declaration from Mr. Mitaram Jangid consent to act as Managing Director in Form DIR -2.

Relevant details relating to the appointment of Mr. Mitaram Jangid as required by the Act, the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are provided in Annexure - 1 to this Notice.

His appointment shall be subject to following terms and condition: -

- i. Powers and Duties:
The Managing Director shall have the substantial powers of the management of the affairs of the Company, subject to superintendence, control and direction of the Board and shall be in the overall charge of the functioning of the Company, including, inter-alia, handling of the day-to-day business of the Company, appointment and termination of senior employees of the Company, acting on behalf of the Board and/or the Company and perform all the duties delegated to him by the Board by way of a General Power of Attorney or otherwise and which can be delegated to him from time to time in the future
- ii. Remuneration : A salary upto Rs.75,00,000/-per annum with effect from April 01, 2023
- iii. Perquisites and Allowances: The Company may provide by way of perquisites and allowances as and when decided by board or Committees.
(Excluding the following):
 - a) Contribution to Provident Fund as per the rules of the Company.
 - b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service subject to the maximum limit as permissible under the payment of Gratuity Act, 1972.
 - c) Leave and encashment of leave as per the rules of the Company.
 - d) Medical and Hospitalization as per the rules of the Company.
- iv. The Company shall pay or reimburse to the Managing Director all costs, charges and expenses that may be incurred by her for the purpose of or on behalf of the Company.

Information as required under Section II, Part II of Schedule V of the Companies Act, 2013 :**I. General Information:**

- i. Nature of Industry: Real Estate
- ii. Date of Commencement of Activities/incorporation : 09/01/1997
- iii. Financial Performance of the Company:

(Rs. in Lakhs)

Particulars	FY 2022-23	FY 2021-22	FY 2020-21
Operational and other Income	3,524.51	2,177.76	1,715.19
Profit before Depreciation and Tax	311.53	(43.03)	(1,424.24)
Less: Depreciation	49.93	47.12	40.49
Profit before Tax	261.60	(90.15)	(1,464.73)

Less: Tax expenses (includes provision for deferred tax asset/liability)	(0.45)	10.44	442.98
Profit after tax	262.05	(100.59)	(1,907.71)

iv. Foreign investments or collaborations: NIL

II. Information about the appointee:

i. Background details, Recognition or awards:

Mr. Mitaram Ramlal Jangid, aged 65 has completed his graduation in Commerce from Mumbai University in 1979. In 1987, he partnered with Mr. Subodh Nemlekar and founded our company. He has been on the Director since the incorporation.

ii. Past remuneration: Rs. 15,00,000/- p.a

iii. Job Profile & her Suitability:

He has 30 plus years' experience in construction industry. He has achieved good market reputation and creditability and has grown our Company to one of the trusted Real Estate Company in Mumbai & Goa. He has a good command on construction activities and heads Design Development activity of our Company and also look after the overall progress of all projects of our company. He is Secretary of Jangid Seva Sangh, Mumbai.

iv. Remuneration proposed: Mentioned above

v. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: NA

vi. Pecuniary relationship, directly or indirectly, with the Company or relationship with the Key Managerial Personnel or other Director, if any : Besides the remuneration, Mr. Mitaram Jangid does not have any other pecuniary relationship with the Company.

III. Other Information:

Reasons of loss or inadequate profits : Not Applicable.

Steps taken or proposed to be taken for improvement : Not Applicable

IV. Disclosures

The details of remuneration and other information are same as mentioned above

The Board now seeks to confirm his appointment as Managing Director and recommends the Resolution to be passed as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives other than Mr. Mitaram Jangid in any way concerned or interested, financially or otherwise, in the proposed Special Resolution, set out at Item No. 1 of the Notice.

Item No 2: Re-appointment of Mr Bhushan S. Nemlekar (DIN 00043824) as a Whole-Time Director of the Company.

Based on recommendation of the Nomination & Remuneration Committee, the Board of Directors at their meeting held on 29th April 2023 had approved re-appointment of Mr. Bhushan S. Nemlekar (DIN 00043824) as the Whole Time Director of the company with effect from 26th May 2023 to 25th May 2028 for a period of five (5) consecutive and his office shall not be liable to retire by rotation.

Mr. Bhushan S. Nemlekar is not disqualified from being appointed as Director(s) in terms of Section 164 of the Companies Act, 2013 (the Act) and the Company has also received declaration from Mr. Bhushan S. Nemlekar consent to act as Whole Time Director in Form DIR -2.

Relevant details relating to the appointment of Mr. Bhushan S. Nemlekar as required by the Act, the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are provided in Annexure - 1 to this Notice.

His appointment shall be subject to following terms and condition: -

i. Powers and Duties:

The Whole Time Director shall have the substantial powers of the management of the affairs of the Company, subject to superintendence, control and direction of the Board and shall be in the overall charge of the functioning of the Company, including, inter-alia, handling of the day-to-day business of the Company, appointment and termination of senior employees of the Company, acting on behalf of the Board and/or the Company and perform all the duties delegated to him by the Board by way of a General Power of Attorney or otherwise and which can be delegated to him from time to time in the future

- ii. Remuneration : : A salary upto Rs.50,00,000/-per annum with effect from April 01, 2023
- iii. Perquisites and Allowances : The Company may provide by way of perquisites and allowances as and when decided by board or Committees. (Excluding the following) :
 - a) Contribution to Provident Fund as per the rules of the Company.
 - b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service subject to the maximum limit as permissible under the payment of Gratuity Act, 1972.
 - c) Leave and encashment of leave as per the rules of the Company.
 - d) Medical and Hospitalization as per the rules of the Company.
- iv. The Company shall pay or reimburse to the Whole Time Director all costs, charges and expenses that may be incurred by her for the purpose of or on behalf of the Company."

Information as required under Section II, Part II of Schedule V of the Companies Act, 2013 :

I. General Information:

- II. Nature of Industry: Real Estate
- III. Date of Commencement of Activities/incorporation : 09/01/1997
- IV. Financial Performance of the Company:

(Rs. in Lakhs)

Particulars	FY 2022-23	FY 2021-22	FY 2020-21
Operational and other Income	3,524.51	2,177.76	1,715.19
Profit before Depreciation and Tax	311.53	(43.03)	(1,424.24)
Less: Depreciation	49.93	47.12	40.49
Profit before Tax	261.60	(90.15)	(1,464.73)
Less: Tax expenses (includes provision for deferred tax asset/liability)	(0.45)	10.44	442.98
Profit after tax	262.05	(100.59)	(1,907.71)

- V. Foreign investments or collaborations: NIL

VI. Information about the appointee:

- i. Background details, Recognition or awards:

Mr. Bhushan Subodh Nemlekar, aged 43, has 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.
- ii. Past remuneration: Rs. 19,77,000/- p.a
- iii. Job Profile & her Suitability:

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 strategies for marketing in order to achieve corporate goals and objectives. Good command on Management of Business, Wants to Expand Sumit Group in all Aspects.

- iv. Remuneration proposed: Mentioned above
- v. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:
NA
- vi. Pecuniary relationship, directly or indirectly, with the Company or relationship with the Key Managerial Personnel or other Director, if any : Besides the remuneration, Mr. Bhushan Nemlekar does not have any other pecuniary relationship with the Company.

VII. Other Information:

Reasons of loss or inadequate profits: Not Applicable.

Steps taken or proposed to be taken for improvement: Not Applicable

VIII. Disclosures

The details of remuneration and other information are same as mentioned above.

The Board now seeks to confirm his appointment as Whole Time Director and recommends the Resolution to be passed as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives other than Mr. Bhushan S. Nemlekar in any way concerned or interested, financially or otherwise, in the proposed Special Resolution, set out at Item No. 2 of the Notice.

Item No 3: Re-appointment of Ms. Ms. Pooja Chogle (DIN: 08105139) as a Non-Executive Independent Director of the Company for a term of five consecutive years.

Ms. Pooja Chogle was appointed as an independent director of the Company pursuant to Section 149 of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, by the members at the Extra Ordinary General Meeting of the company held on 26th April 2018, to hold office for a period of 5 years. The nomination and remuneration committee, at its meeting held on 29th April, 2023, after taking into account the performance evaluation of Ms. Pooja Chogle during her first term of five years and considering her knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board her reappointment for a second term of five years. The nomination and remuneration committee has considered her diverse skills, leadership capabilities, expertise among others, as being key requirements for this role. In view of the above, the nomination and remuneration committee and the Board are of the view that Ms. Pooja Chogle possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to reappoint her as an independent director.

Based on the recommendation of the nomination and remuneration committee, the Board, at its meeting held on 29th April 2023, has recommended the reappointment of Ms. Pooja Chogle as an independent director, not liable to retire by rotation, for a second term of five years effective 27th April 2023 to 26th April 2028.

In accordance with the provisions of Section 149 of the Companies Act, 2013, an independent director may hold office for two terms up to five consecutive years each.

Ms. Pooja Chogle is not disqualified from being appointed as Director(s) in terms of Section 164 of the Companies Act, 2013 (the Act) and the Company has also received declaration from Ms. Pooja Chogle that she meets the criteria of independence as stipulated under Section 149(6) and Schedule IV of the Act read with the applicable provisions of the SEBI (Listing Obligations and Disclosure Regulations) Regulations, 2015("Listing Regulations") and their consent to act as Director(s) in Form DIR-2.

Relevant details relating to the re-appointment of Ms. Pooja Chogle as required by the Act, the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are provided in Annexure - 1 to this Notice.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, the Board now seeks to confirm her re-appointment as an Independent Director and recommends the Resolution to be passed as an Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives other than Ms. Pooja Chogle is in any way concerned or interested, financially or otherwise, in the proposed Resolution, set out at Item No.3 of the Notice.

Item No 4: To Increase the overall maximum managerial remuneration limit.

Pursuant to the provisions of Section 196, 197, 198 and other applicable provisions of the Act, read with Schedule V thereof and Rules made thereunder, the total managerial remuneration payable by the company to its directors, including managing director, whole time director and manager, if any, in respect of any financial year may exceed prescribed limit, provided the same is approved by the members of the Company.

During the financial year ended 31st March 2023, the profits of the Company may not be adequate and therefor the remuneration payable to Managing Director, Whole Time Director and Manager would exceed the limits prescribed under the relevant provisions of the Companies Act, 2013. The detailed remuneration payable to Managing Director, Whole Time Director, and Manager for the period of 5 years with effect from the date of commencement of their tenure in the event of no profit or inadequate profit /profit are as under:

Name of the Director	Designation	Salary (Per Annum)
Mr. Mitaram Jangid	Managing Director	Upto Rs.75,00,000/-per annum with effect from April 01, 2023
Mr. Bhushan S. Nemlekar	Whole Time Director	Upto : Rs.50,00,000/- p.a with effect from April 01, 2023
Mr. Subodh Ramakant Nemlekar	Non executive Director	Upto : Rs.25,00,000/- p.a with effect from April 01, 2023

Except Mr. Mitaram Jangid, Mr. Bhushan S. Nemlekar, and Mr. Subodh Ramakant Nemlekar and their relatives, none of the other Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution.

The Board of Directors recommends the resolution for approval of members of the Company, as set out at Item No. 4 of the Notice.

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

Sd/-

Ms. Pooja Shah

Company Secretary & Compliance Officer

Place: Mumbai

Date: 22-06-2023

Annexure 1

Additional information on Director(s) recommended for appointment or seeking continuation of present term as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards:

Name of Director	Mr. Mitaram Jangid
DIN	00043757
Date of Birth	18/06/1956
Date of Appointment at Board Meeting	29/04/2023
Expertise in specific functional areas/ skills and capabilities	<p>Mr. Mitaram Ramlal Jangid has completed his graduation in Commerce from Mumbai University in 1979. In 1987, he partnered with Mr. Subodh Nemlekar and founded our company. He has been on the Director since the incorporation.</p> <p>He has 40 plus years' experience in construction industry. He has achieved good market reputation and creditability and has grown our Company to one of the trusted Real Estate Company in Mumbai & Goa. He has a good command on construction activities and heads Design Development activity of our Company and also look after the overall progress of all projects of our company. He is President of Vishwakarma Educational trust</p>
Names of listed entities in which the person also holds the directorship	No
Memberships/Chairmanships Of Committees of other Public Companies (includes only Audit Committees and Shareholders/ Investors' Grievance Committee)	No
Shareholding in the Company	71,74,974 Shares, 23.46 %

Name of Director	Mr. Bhushan S. Nemlekar
DIN	00043824
Date of Birth	15/04/1978
Date of Appointment at Board Meeting	29/04/2023
Expertise in specific functional areas/ skills and capabilities	<p>Mr. Bhushan Subodh Nemlekar, aged 43, has 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.</p> <p>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 strategies for marketing in order to achieve corporate goals and objectives. Good command on Management of Business, Wants to Expand Sumit Group in all Aspects.</p>
Names of listed entities in which the person also holds the directorship	NA
Memberships/Chairmanships Of Committees of other Public Companies (includes only Audit Committees and Shareholders/ Investors' Grievance Committee)	NA
Shareholding in	16,09,090 Share, 5.26%

the Company	
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Name of Director	Ms. Pooja Chogle
DIN	08105139
Date of Birth	27/10/1984
Date of Appointment at Board Meeting	29/04/2023
Expertise in specific functional areas/ skills and capabilities	Mrs. Pooja Chogle, holds a diploma in Architecture. She is a qualified Architect, registered with the Council of Architecture, Delhi. She is an Architect and Interior Decorator and has over 10 years of experience in this field. A result driven professional with more than 14 years of relevant experience in Architectural and Interior field, an ability to identify key issues in a situation and to think strategically for the challenges in contemporary business environment. She has been appointed as an independent director of our company with effect from April 26, 2018
Names of listed entities in which the person also holds the directorship	NA
Memberships/Chairmanships Of Committees of other Public Companies (includes only Audit Committees and Shareholders/ Investors' Grievance Committee)	NA
Shareholding in the Company	NA