

November 14, 2022

To,
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C-1,
G Block, BandraKurla Complex,
Bandra (E), Mumbai 400051
Ref: Symbol: SUMIT

Dear Sir/Madam,

Sub: Corrigendum to the Notice of the Extra Ordinary General Meeting

In continuation to our intimation dated November 04, 2022, we are submitting herewith the corrigendum to the notice of Extra Ordinary General Meeting ("EGM") scheduled to be held on Monday, November 28, 2022 at 04.00 p.m. at the registered office of the Company.



The attached document is also available on the website of the company www.sumitwoods.com

Kindly take the same on record.

Thanking You,

Yours Faithfully,

For Sumit Woods Ltd.

Pujadevi R. Chaurasia
Company Secretary & Compliance officer

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

SUMIT WOODS LIMITED

CIN:L36101MH1997PLC152192

Registered Off: - B-Wing, Office No-1101, Opp. Reliance Office, Express Zone, W.E.Highway, Malad-East Mumbai 400097 **Tel.:** 022- 2874 9966 177 **Fax:**022-2874 3377 **Email:** contact@sumitwoods.com Web: www.sumitwoods.com

CORRIGENDUM TO NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

Sumit Woods Limited had issued NOTICE dated 31st October 2022 for its Extra Ordinary General Meeting (EGM), scheduled on 28th November 2022, Monday at 4:00 p.m. at the registered office of Company to transact the business as set out in the EGM Notice.

This corrigendum to EGM Notice is issued in continuation of and should be read in conjunction with the original EGM Notice which was already emailed to the shareholders on 4th November 2022. All other contents of the EGM Notice, save and except as mentioned in this corrigendum, shall remain Unchanged.

In Resolution No.2 of EGM Notice & its explanatory statement, certain inadvertent errors have been noticed regarding the Issue Price.

Reference to the EGM Notice, the same be read with the following corrections:

1. In Resolution No 2
 - (a) Issue price "Rs.14" (Rupees Fourteen Only) aggregating total amount upto Rs. 14,00,00,000/- (Rupees Fourteen Crore Only) wherever appearing be read as "Rs.15" (Rupees Fifteen Only) aggregating total amount upto Rs. 15,00,00,000/- (Rupees Fifteen Crore Only)
 - (b) Premium of "Rs.4" (Rupees Four Only) wherever appearing be read as "Rs.5" (Rupees Five Only)
2. In explanatory statement to Resolution No 2
 - i. Issue price "Rs.14" (Rupees Fourteen Only) aggregating total amount upto Rs. 14,00,00,000/- (Rupees Fourteen Crore Only) wherever appearing be read as "Rs.15" (Rupees Fifteen Only) aggregating total amount upto Rs. 15,00,00,000/- (Rupees Fifteen Crore Only)
 - ii. Premium of "Rs.4" (Rupees Four Only) wherever appearing be read as "Rs.5" (Rupees Five Only)
 - iii. On page no 14 point no 4 (i) the Fair Value of Equity Shares is Rs. 12.88/- each be read as Fair Value of Equity Shares is Rs. 14.81/- each
 - iv. On page no. 14 point no 4 (ii) for pricing be read as under
 - (a) the 90 TRADING DAYS volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date is Rs. 14.81/-
 - (c) the 10 TRADING DAYS volume weighted average price of the related equity shares quoted on a recognized stock exchange preceding the relevant date is Rs. 13.13/-

It is hereby clarified that with the above changes in Resolution No 2 along with an explanatory statement or elsewhere in the Notice will change marginally. However, there is no increase in the number of shares proposed to be allotted to the allottees as proposed in resolutions of the EGM Notice.

For and on behalf of the Board

Sd/-

Mitaram Jangid

Managing Director

DIN: 00043757

Registered Office:

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

Place: Mumbai

Date: November 14, 2022

November 04, 2022

To,
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C-1,
G Block, BandraKurla Complex,
Bandra (E), Mumbai 400051
Ref: Symbol: SUMIT

Dear Sir/Madam,

Sub: Notice of Extra Ordinary General Meeting – Disclosure under Regulation 30 of the SEBI (LODR) Regulation, 2015

With regard to the captioned matter and in compliance with the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations", we are enclosing herewith a copy of Notice of Extra Ordinary General Meeting along with the Explanatory Statement of the Company schedule to be held on Monday, 28th day of November 2022 at 04:00 pm at B - 1101, Express Zone, Diagonally Opp. to Oberoi Mall, W.E. Highway, Malad (East), Mumbai – 400097.

The Company has engaged the services of NDSL for the purpose of providing e-voting facility to all its members. The e-voting period commences on Friday, 25th November 2022 (9.00 a.m. IST) and ends on Sunday, 27th November 2022 (5.00 p.m. IST).

The attached document is also available on the website of the company www.sumitwoods.com

Kindly take the same on record.

Thanking You,

Yours Faithfully,

For Sumit Woods Ltd.

Pujadevi R. Chaurasia
Company Secretary & Compliance officer

Sumit Woods Limited.

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

NOTICE

Notice is hereby given that an Extra Ordinary General Meeting ("Meeting") of the Members of Sumit Woods Limited (CIN: L36101MH1997PLC152192) will be held on Monday, 28th day of November 2022 at 04:00 pm at B - 1101, Express Zone, Diagonally Opp. to Oberoi Mall, W.E. Highway, Malad (East), Mumbai – 400097, to transact the following SPECIAL BUSINESS:

1. INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF ASSOCIATION OF THE COMPANY

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 13, 1(1)(a) and rule made thereunder and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) and the Articles of Association of the Company, and the Rules framed thereunder, the consent of the members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 35,00,00,000 (Rupees Thirty-Five crore) divided into 3,50,00,000 (Three Crore Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each to Rs. 45,00,00,000 (Rupees Forty-Five Crore) divided into 4,50,00,000 (Four Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each ranking pari-passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, subject to consent of the members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place and stead the following:-

"V. The Authorised Capital of the Company is Rs. 45,00,00,000 (Rupees Forty Five Crore) divided into 4,50,00,000 (Four Crore Fifty Lakhs) 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 approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

2. ISSUANCE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES TO PROMOTERS OF THE COMPANY AND SPECIFIED PERSONS ON 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 provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or reenactment thereof for the time being in force), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (“SEBI (ICDR) Regulations, 2018”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (“Takeover Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the rules, regulations, notifications and circulars issued thereunder and other applicable law including any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), the Ministry of Corporate Affairs, the respective stock exchanges where the equity shares of the Company are listed (“Stock Exchanges”), and or any other competent regulatory authority and in accordance with the uniform listing agreements entered into with the Stock Exchanges and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to the Stock Exchanges and SEBI and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the Board be and is hereby authorized to create, issue, offer and allot by way of Preferential Allotment up to 1,00,00,000 (One Crore Only) convertible warrants (“Warrants”) at a price of Rs.14 /- (Rupees Fourteen only) per warrant determined in accordance with SEBI (ICDR) Regulations (“Issue Price”), with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of Rs.10/- (Rupees Ten only) each of the Company (“Equity Shares”) at a premium of Rs. 4 /- (Rupees Four only) per equity share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, for total amount upto Rs. 14,00,00,000/- (Rupees Fourteen crore only) to the following persons / entities forming part of the Promoters / specified persons (“proposed allottees”) of the Company for Consideration payable through electronic means/ banking channels and in such form and manner and in accordance with the provisions of SEBI ICDR Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members:

Sr. No.	Proposed Allottees	Number of warrants	Category
1	Mitaram Jangid	25,00,000	Promoter
2	Bhushan Nemlekar	25,00,000	Promoter
3	Shankar Sharma	35,00,000	Non-promoter Group
4	Diya N. Shah	7,00,000	Non-promoter Group
5	Aman N. Shah	8,00,000	Non-promoter Group
Total		100,00,000	

RESOLVED FURTHER THAT the “Relevant Date” for this proposed issue of warrants in accordance with the SEBI ICDR Regulations shall be 28th October 2022 (29th October, Being Non trading day) being the date 30 days prior to the date of passing of the Resolution by the Members of the Company for the proposed preferential issue of Warrants convertible into Equity Shares.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue and allotment of the aforesaid Warrants to the Proposed Allottees and the Equity Shares resulting from the exercise of the entitlement of the said Warrants, shall be subject to applicable guidelines, notifications, rules and regulations and the terms and conditions given herein below:

- i. The “**Relevant Date**” pursuant to Regulation 161 of the SEBI (ICDR) Regulations in relation to the above mentioned Preferential Issue of Warrants, shall be 28th October, 2022 which is a date 30 days prior to the date of the Extra-ordinary General Meeting. The proposed allottee(s) of Warrants holders shall be entitled to apply for and obtain, in one or more tranches allotment of one equity share of face value of Rs.10/- (Rupees Ten only) and Premium of Rs.4/- (Rupees Four Only) each of the Company against each Warrant within a period of 18 (eighteen) months from the date of allotment of such warrants.
- ii. The warrants and the Equity Shares to be issued upon conversion of warrants shall be allotted in dematerialized form.
- iii. 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 allotment of equity shares pursuant to exercise of the option shall be completed within 15 days from the date of such exercise by the Warrant holder(s).
- iv. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- v. 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 Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- vi. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the then existing Equity Shares of the Company. The Equity shares issued and allotted on conversion thereof shall be subject to lock-in for such period as prescribed under the SEBI (ICDR) Regulations.

- vii. The said Warrants by itself do not give to the Warrant holder any rights of the Shareholders or Debenture holders of the Company.
- viii. The Board be and is hereby authorised to delegate all or any of the powers herein conferred by this resolution to any Director(s) or to any Committee of Directors or employee or officer of the Company, as it may consider appropriate, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to decide and approve other terms and conditions of the issue of the Warrants and/or equity shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to the compliance with the applicable guidelines, notifications, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept the terms, conditions, modifications and stipulations as the RBI, SEBI or Stock Exchanges or any other regulatory authority may stipulate while granting approval to the Company for issue of the Warrants and/or equity shares as aforesaid.

RESOLVED FURTHER THAT the Board is hereby authorised to take necessary steps for listing of the equity shares allotted upon conversion of Warrants, on Stock Exchanges, where the Company's shares are listed, as per the terms and conditions of the Listing Agreement, and in accordance with such other guidelines, rules and regulations as may be applicable with regard to such listing.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient, usual, proper, incidental or desirable and to settle any question, difficulties or doubts that may arise in this regard and in regard to the issue, allotment of the Warrants and/or equity shares and utilisation of the issue proceeds, to prescribe the forms of applications, enter and execute all such deeds, documents, agreements or other instruments, and to take such actions/directions as they may consider as being necessary or desirable and to obtain any approval, permissions, sanctions which may be necessary or desirable as them may deem fit.”

3. To Approve the Borrowing Limits of the Company Under Section 180 (1) (C) of the Companies Act, 2013:

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

“RESOLVED THAT pursuant to the provisions of Sections 179, 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 and other rules, regulations, notifications and circulars issued including any statutory modification or re-enactment thereof for the time being in force consent of the members of the Company be and is hereby accorded to the Board of Directors of the company (hereinafter referred as “Board”) which term shall be deemed to include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred by this Resolution for borrowing from time to time ,any sum or sums of money for the purposes of the business of the company ,upon such terms and conditions and with or without security , as the Board may in its discretion thinks, fit notwithstanding that the money or monies to be so borrowed by the company (apart from temporary loans obtained or to be obtained from time to time from company's Bankers in the ordinary course of the Business) together with sum already borrowed may exceed the aggregate of the Paid-up share capital of the company and its free reserves that is to say, reserves not

set apart, for any specific purposes, provided that the sum so borrowed and remaining outstanding shall not, at any time exceed INR 5,000,000,000 (Indian Rupees Five Hundred Crore Only)

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Board of Directors of the Company be and is hereby empowered and authorised to take such steps, actions including delegation of authority to any committee, as may be necessary and as may be necessary to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution without requiring the Board to secure any further approval of the Members of the Company.”

For and on behalf of the Board

Sd/-

Mitaram Jangid

Managing Director

DIN: 00043757

Registered Office:

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

Place: Mumbai

Date: October 31, 2022

Notes:

a. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

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

- b. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other Member.
- c. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with the specimen signature(s) of their representative(s) who are authorized to attend and vote on their behalf at the Meeting.
- d. Members, Proxies and Authorized Representatives are requested to bring to the Meeting, the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DPID and Client ID/Folio No.
- e. In case of joint holders attending the Meeting, the joint holder who is highest in the order of names will be entitled to vote at the Meeting.
- f. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days, during the office hours except Saturdays, Sundays and all public holidays up to the date of the Meeting.
- g. Explanatory Statement under Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at this meeting, is annexed hereto.

- h. SEBI, vide its Circular No. SEBI/LAD-NRO/ GN/2018/24 dated 8th June 2018, amended Regulation 40 of SEBI Listing Regulations pursuant to which after 5th December 2018 transfer of securities could not be processed unless the securities are held in the dematerialized form with a depository. The said deadline was extended upto 31st March 2019.
- i. The SEBI has mandated submission of Permanent Account Number (“PAN”) by every participant in securities market. Accordingly, Members holding shares in electronic form are requested to submit their PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN to the Company/ Registrar and Share Transfer Agent Members holding shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode.
- j. Electronic copy of the Notice of Extra-ordinary General Meeting (EGM) of the Company, inter-alia, indicating the process and manner of Remote e-Voting along with Attendance Slip and Proxy Form is being sent to all the members, whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same.

General Information on voting through electronic means/Ballot:

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

In order to facilitate those Members, who do not wish to use the remote e-voting facility, the Company is enclosing a Ballot Form. Resolutions passed by Members through remote e-voting or ballot forms are deemed to have been passed as if they have been passed at the Extra Ordinary General Meeting (EOGM) of the Company.

- ii. Members who have cast their votes by remote e-voting or by Ballot Form prior to the EOGM may also attend the Meeting but they shall not be entitled to cast their votes again.
- iii. M/s. SCP & Co., Practicing Company Secretaries, have been appointed as the Scrutinizer for overseeing the physical voting and remote e-voting process in a fair and transparent manner.
- iv. 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.
- v. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the EOGM.

Procedure for e-Voting as prescribed by NSDL:

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 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.

B) 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.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.jsp3. 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.4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

- Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
- After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
- If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.

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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

B) Login Method for e-Voting 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:
 - 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.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.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 etc.
 - d) 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?

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
2. 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.
3. 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.
4. Upon confirmation, the message "Vote cast successfully" will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. 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.
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.nsd.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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories/ company 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 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.

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
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Additional Information:

1. Members are requested to update their mobile numbers and email IDs in the user profile details of the folio, which may be used by the Company for sending future communication(s) to them.
2. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice, holds shares as of the cut-off date i.e. Monday, 21st November 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

However, if the Member is already registered with NSDL for remote e-voting then he/she can use his/her existing User-ID and password for casting the vote.

Other Instructions

- i. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Monday, 21st November, 2022.
- ii. Only those Members whose names are recorded in the Register of Members of the Company or in the register of Beneficial Owners maintained by the Depositories as on the cut-off date shall be entitled to vote. The e-voting period commences on Friday, 25th November, 2022 (9.00 a.m. IST) and ends on Sunday, 27th November, 2022 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form as on Monday, 21st November, 2022, may cast their votes by remote e-Voting. The remote e-Voting module will be disabled by NSDL for voting thereafter.
- iii. Members who opt to cast their votes by physical ballot may send the duly completed Ballot Form (enclosed with the Extra ordinary General Meeting Notice) to the Scrutinizer in the enclosed postage pre-paid self-addressed envelope. Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted. Members have the option to request for duplicate copy of the Ballot Form by sending an e-mail to cs@sumitwoods.com by mentioning their Folio No./DP ID and Client ID No. Ballot Forms received after this date will be treated as invalid.
- iv. A Member can opt for only one mode of voting i.e. either through e-Voting or by Ballot. If a Member casts vote by both modes, then voting done through e-Voting shall prevail and Ballot shall be treated as invalid.

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

For and on behalf of the Board

Sd/-

Mitaram Jangid
Managing Director
DIN: 00043757

Registered Office:

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

Place: Mumbai
Date: October 31, 2022

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

The following explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying notice:

Item No. 1

The present Authorised Share Capital of the Company is Rs. 35,00,00,000 (Rupees Thirty Five crore) divided into 3,50,00,000 (Three Crore Fifty Lakhs) Equity Shares of Rs.10/-. The resolution set out at Item No. 1 seeks to alter the capital clause of the memorandum of association of the Company by increasing the authorised share capital from Rs. 35,00,00,000 (Rupees Thirty Five crore) to Rs.

45,00,00,000 (Rupees Forty Five Crore) by creation of 10,00,00,000 (Ten Crore) additional equity share of Rs.10/- each

Resolution set out at Item No. 2 is relating to issue of warrants convertible into Equity Shares on preferential basis, therefore, it is necessary to amend the capital clause of the memorandum of association of the Company. Pursuant to Sections 13 and 61 of the Companies Act, 2013, the Company is required to obtain approval of its shareholders to carry out amendments to the memorandum of association of the Company

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the note no. f (Page No. 5) to this Notice.

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

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Special Resolution.

Item No. 2

To augment the funding requirements of the Company for working and capital expenditure requirements and for other general corporate purposes, the Board of Directors of the Company in its meeting held on Monday 31st October 2022 accorded its approval for raising funds through issuance of up to 1,00,00,000 (One Crore) Convertible Warrants (“Warrants”) to the proposed allottees as set out below, being promoters of the Company / specified persons (“proposed allottees”) on a preferential basis subject to approval of the members of the Company.

As per Section 62(1)(c) of the Companies Act, 2013 (as amended) read with Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014, and Regulation 160 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable, a listed issuer is permitted to make a preferential issue of specified securities, if a special resolution has been passed by its members.

The Board of Directors of the Company at their meeting held on Monday, 31st October 2022 has approve issue, offer and allot by way of Preferential Allotment up to 1,00,00,000 (One Crore Only) convertible warrants (“Warrants”) at a price of Rs.14 /- (Rupees Fourteen only) per warrant determined in accordance with SEBI (ICDR) Regulations (“Issue Price”), with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of Rs.10/- (Rupees Ten only) each of the Company (“Equity Shares”) at a premium of Rs. 4 /- (Rupees Four only) per equity share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, for total amount upto Rs. 14,00,00,000/- (Rupees Fourteen crore only the following allottees forming part of the Company's promoters and specified persons:

Sr. No.	Proposed Allottees	Number of warrants	Category
1	Mitaram Jangid	25,00,000	Promoter
2	Bhushan Nemlekar	25,00,000	Promoter
3	Shankar Sharma	35,00,000	Non-promoter Group
4	Diya N. Shah	7,00,000	Non-promoter Group
5	Aman N. Shah	8,00,000	Non-promoter Group

Accordingly, the approval of the members of the Company is being sought, by way of a special resolution, to create, issue, offer and allot, warrants convertible into Equity Shares, by way of preferential allotment to the proposed allottees.

The Warrants issued pursuant to the abovementioned resolutions shall be subject to lock-in in accordance with Regulations 167 and 168 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Equity Shares arising out of the conversion of the warrants shall rank Pari-passu inter se and with the then existing equity shares of the Company in all respects.

The disclosures prescribed under the Companies Act, 2013, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, are as follows:

1. The objects of the issue:

The proceeds of the preferential issue shall be utilized to meet the funding requirements for the growth in the business of the Company, working capital requirements, repayment of debt and/or for general corporate purposes.

2. Maximum number of specified securities to be issued:

The Board intends to offer, issue and allot up to 1,00,00,000 (One Crore only) Warrants on preferential basis in accordance with SEBI (ICDR) Regulations and other applicable laws, with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten only) each of the Company for each warrant.

3. The price or price bandat/within which the allotment is proposed:

The price of the warrants proposed to be issued and allotted is fixed at Rs. 14/- (Rupees Fourteen only) per warrant, not less than the price determined in terms of Regulation 164 read with Regulation 166A of the SEBI (ICDR) Regulations and taking into account the Valuation Report from independent registered valuer.

4. Basis on which the price of the Preferential Issue has been arrived at:

- i. As required under Regulation 166A of the SEBI (ICDR) Regulations, 2021, the Valuation of Equity Shares has been done by Mr. Maneesh Srivastava IBBI Registered Valuer Securities being an Independent Registered Valuer Registration No: IBBI/RV-E/05/2021/151 vide Valuation Report dated 28th October 2022. Accordingly, the Fair Value of Equity Shares is Rs. 12.88/- each. This certificate is also placed on the website of the company www.sumitwoods.com
- ii. The Equity Shares of the Company are listed on the National Stock Exchange of India ("NSE") (referred to as "Stock Exchange"). The Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI (ICDR) Regulations, 2018. In terms of Regulation 164 of Chapter V of SEBI (ICDR) Regulations, 2018, the minimum price at which equity shares shall be issued pursuant to conversion of warrants shall not be less than higher of the following:
 - The 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the Relevant Date: Rs.12.02
 - The 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the Relevant Date: Rs. 12.82

Also, the Articles of Association of the Company do not prescribe any method of determination of floor price in case of preferential issue.

Accordingly, price per warrant of Rs. 14/- (Rupees Fourteen only) has been calculated and determined basis the above. The price per warrant is not lower than the floor price determined in accordance with the SEBI (ICDR) Regulations.

The price determined above and the number of Equity Shares to be allotted on exercise of the Warrant shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws, as applicable from time to time.

5. Relevant date with reference to which the price has been arrived at:

The Relevant Date in terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 for determining the price of Equity Shares and Equity Shares to be issued on conversion of warrants with reference to the proposed allotment is 28th October 2022. Please note that 29th October 2022 (Saturday) being the date 30 days prior to 28th November 2022 (i.e., the date on which the Extra Ordinary General Meeting of the Company is being convened in terms of the Companies Act, 2013 to consider the proposed preferential issue) falls on a weekend and accordingly, the day preceding the weekend i.e., 28th October 2022 (Friday) is being fixed as the relevant date in compliance with the Explanation to Regulation 161 of the SEBI (ICDR) Regulations.

6. The class or classes of persons to whom the allotment is proposed to be made:

The proposed preferential allotment of Equity Shares and Convertible Warrants are made to Individuals belonging to Promoter/ Promoter Group of the Company and to Non Promoters category.

7. Intention of promoters, directors or key managerial personnel of the issuer to subscribe to the offer:

Individuals falling under Promoter group viz Mr. Mitaram Jangid and Mr. Bhushan Nemlekar have indicated their intention to subscribe to the offer. No warrants are being offered to the directors or Key Managerial Personnels of the Company.

Some of the Proposed Allottees being in the Management of the Company (belonging to Non Promoter Category) have conveyed to the Company in writing of their respective intention that they intend to subscribe to the offer being proposed under special resolution of the Notice for shareholders' approval at this meeting.

8. Proposed time frame within which the issue shall be completed:

As required under the SEBI (ICDR) Regulations, the allotment of the Warrants on preferential basis will be completed within a period of 15 days from the date of passing of the Special Resolution. Provided that where any approval or permission by any regulatory or statutory authority for allotment is pending, the allotment of the Warrants shall be completed within 15 days from the date of receipt of such approval or permission.

9. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

Sr.No	Names of Proposed Allotted	Percentage of post preferential offer capital
1	Mitaram Jangid	23.84%
2	Bhushan Nemlekar	10.12%
3	Shankar Sharma	8.62%
4	Diya N. Shah	1.72%
5	Aman N. Shah	1.97%

10.The change in control if any in the company that would occur consequent to the preferential offer.

The proposed Preferential Allotment of Convertible Warrants will not result in any change in the management and control of the Company.

11. The number of persons to whom allotment through preferential issue have already been made during the year in terms of number of securities as well as price:

During the period from 01st April 2022 till the date of this notice, the Company has not made any preferential issue of Equity Shares/ Convertible Warrants.

12.The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer:

Not Applicable, as the proposed allotment is made for Cash consideration.

13.Disclosure pursuant to the pre issue and post issue shareholding pattern of theCompany:

Sr. No	Category	Pre issue		Issue of warrants	Post issue #	
		shares	%		shares	%
A	Promoters holding					
1	Indian					
	Individuals	17348854	56.72	5000000	22348854	55.06
	sub-total	17348854	56.72	5000000	22348854	55.06
2	Central Government/State Government(s)	0	0	0	0	0
3	Financial Institutions/Banks	0	0	0	0	0
4	Any Other(DIRECTORS RELATIVES)	4043236	13.21	0	4043236	9.96
	sub-total (A)	21392090	69.93	5000000	26392090	65.02
B	Non-promoters' holding					
1	Non-institutional investors					
a	Institutions (Domestic)	0	0	0	0	0
b	Institutions (Foreign)	30	0	0	0	0
2	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	3285225	10.74	0	3285225	8.09
3	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	4570173	14.94	1500000	6070173	14.96
4	Non Resident Indians (NRIs)	31162	0.10	3500000	3531162	8.70
5	Bodies Corporate	800710	2.62	800710	800710	1.97
6	Any Other (specify)	507654	1.66	507654	507654	1.25
	sub-total (B)	9194954	30.06		14194924	34.97
	Grand Total	30587044	100.00		40587044	100.00

assuming full conversion of the warrants

Notes:

1. Pre issue shareholding pattern has been prepared based on shareholding of the Company as on 31st October 2022.
2. Post issue holding of all the other shareholders is assumed to remain the same, as it was on the date, on which the pre issue shareholding pattern was prepared.

14. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees

Sr.No	Name of Ultimate Shareholder
1	Mitaram Jangid
2	Bhushan Nemlekar
3	Aman N. Shah
4	Diya N. Shah
5	Shankar Sharma

15. Requirement as to re-computation of price:

Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 90 trading days as on the Relevant Date, the Company is not required to re-compute the price of the equity shares.

The Current & proposed status of the proposed allottees(s)

Sr.No	Names of the Proposed Allottees	Current Status	Proposed Status
1	Mitaram Jangid	Promoter Group	Promoter Group
2	Bhushan Nemlekar	Promoter Group	Promoter Group
3	Aman N. Shah	Non-Promoter Group	Non-Promoter Group
4	Diya N. Shah	Non-Promoter Group	Non-Promoter Group
5	Shankar Sharma	Non-Promoter Group	Non-Promoter Group

16. Lock-in Period:

The Warrants and the equity shares allotted pursuant to exercise of options attached to Warrants shall be subject to lock-in in accordance with Chapter V of the SEBI (ICDR) Regulations.

17. Certificate from a Practicing Company Secretary

A copy of the certificate from a Practicing Company Secretary, Swapnil Pande Proprietor of M/s SCP & Co having Membership No: 44893 certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations has been hosted on the website of the Company under the weblink www.sumitwoods.com

18. Undertakings:

- i. The Issuer Company undertakes that they shall recompute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations, 2018, as amended where it is required to do so.

- ii. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

19. Disclosure as specified under Regulation 163(1)(i) of SEBI(ICDR) Regulations 2018:

Disclosure is not applicable in the present case as neither the company nor its promoters/ directors are willful defaulters or fraudulent borrower.

20. Other disclosures:

Save and except the Preferential Issue as proposed herein, the Company has made no other issue or allotment of securities on preferential basis during the year.

The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations.

None of the proposed allottees have sold or transferred any Equity Shares of the Company during 90 trading days preceding the Relevant Date. Further, the Promoters and members of the Promoter Group have not sold or transferred any Equity Shares of the Company during 90 trading days preceding the Relevant Date.

The Company has no outstanding dues to the Board, the stock exchanges or the depositories.

Pursuant to the provisions of Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013 ("the Act"), and Rules made thereunder and in accordance with the provisions of the Chapter V of SEBI (ICDR) Regulations, the preferential allotment of Securities needs to be approved by the Members of the Company by way of a Special Resolution.

The Board of Directors accordingly recommends the resolution in Item No.2 of the notice for your approval by way of a special resolution.

Mr. Mitaram Jangid and Mr. Bushan Nemlekar are concerned and interested in the resolution to the extent of their shareholding in the Company. None of the other Directors, Key managerial persons of the Company or any relatives of such directors/promoters or key managerial persons are in any way concerned or interested in the proposed resolution.

Item No. 3

Since the Company is envisaging expanding its business operation model and it is in constant need of working capital to manage the finances to be utilized in the upcoming projects of the Company. In this regards, it is necessitated to enhance the borrowing limit to Rs. 500 Crores (Rupees Five Hundred Crore Only) which is in excess of aggregate of its paid up capital and free reserves.

Sec. 180(1)(c) of the Companies Act, 2013, requires that the Board of Directors shall not borrow money in excess of aggregate of Company's paid up Share Capital and Free Reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business further Sec.180(1)(c) of the Companies Act, 2013 requires that the Board of Directors shall not sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company, except with the consent of the members accorded by way of Special Resolution.

The Board of the Directors of your company recommends passing the resolution set out at Item No. 3 of this Notice for approval of the Members as Special Resolution.

None of the Directors or Key managerial Personnel of the Company or their relatives is concerned or interested in the proposed Resolution.

For and on behalf of the Board

Sd/-

Mitaram Jangid
Managing Director
DIN: 00043757

Registered Office:

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

Place: Mumbai
Date: October 31, 2022